

GOOD SHEPHERD LUTHERAN CHURCH

CONSTITUTION AND BY-LAWS

(As Amended by the Voters Assembly on May 2, 2010)

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CONSTITUTION
OF
GOOD SHEPHERD EVANGELICAL LUTHERAN CHURCH
CEDAR PARK, TEXAS

(As Amended by the Voting Membership on June 2, 1996)

PREAMBLE

Our earnest desire is to fulfill our Lord's command to make disciples of all nations (Matthew 28). In order to accomplish this purpose to the glory of God, we shall seek through regular participation in worship, the administration of the sacraments, and study of God's Holy Word to grow together in Christian faith and living (John 15; Acts 2) and to equip one another for the work of Christian ministry in its varied forms (Ephesians 4).

In order to accomplish this purpose in a decent and orderly manner (1 Corinthians 14:40) we, a number of Lutheran Christians living in and near Cedar Park, Texas accept and subscribe to the following Constitution and By-Laws, in accordance with which all spiritual and material affairs of our congregation shall be governed.

ARTICLE I – NAME, MISSION AND VISION STATEMENT, AND PRINCIPLES

The name of this congregation shall be: GOOD SHEPHERD EVANGELICAL LUTHERAN CHURCH, (The Lutheran Church – Missouri Synod), Cedar Park, Texas.

Mission Statement

The mission of Good Shepherd Lutheran Church is to glorify God by bringing all people into a living personal committed relationship with Jesus Christ.

Vision Statement

The vision of Good Shepherd Lutheran Church is that we will be a real presence of Christ in the community.

Guiding Principles

1. Be true to scripture.
2. Rely on prayer for guidance.
3. Build and strengthen individual relationships with God.
4. Focus outward.

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5. Have a positive impact on the community and the neighborhood.

ARTICLE II – CONFESSION OF FAITH

The congregation accepts all the canonical books of the Old and New Testaments as a whole and in all their parts as the divinely inspired, revealed, and inerrant Word of God and submits to this as the only infallible authority in all manners of faith and life.

As brief and true statements of the doctrines of the Word of God, the congregation accepts and confesses the following Symbols:

1. The Three Ecumenical Creeds, viz.: The Apostolic, the Nicene, and the Athanasian
2. The Unaltered Augsburg Confession
3. The Apology of the Augsburg Confession
4. The Smalcald Articles
5. Luther's Large Catechism
6. Luther's Small Catechism
7. The Formula of Concord

The congregation accepts without reservation the symbolical books of the Evangelical Lutheran Church, not insofar as, but because they are the presentation and explanation of the pure doctrine of the Word of God and a summary of the faith of the Evangelical Lutheran Church.

ARTICLE III – SYNODICAL AFFILIATION

This congregation with its pastor(s) and teacher(s) shall be a member of the Lutheran Church – Missouri Synod so long as said Synod shall remain true to the Confessional Standard as set forth in Article II.

Should the congregation at any time see fit to sever this connection, this shall be effected in an orderly and Christian manner as follows: A two-thirds (2/3) majority vote of all voting members present at a regularly called meeting shall be required to dissolve such Synodical connection, the action to take effect, however only after the president of the Texas District, Lutheran Church – Missouri Synod, has been notified and a subsequent meeting of the congregation has ratified the previous action by a two-thirds (2/3) majority vote.

ARTICLE IV – MEMBERSHIP

- A. Baptized membership in this congregation is held by all those who are baptized in the Name of the Triune God with water and are under pastoral care.
- B. Communicant membership in this congregation may be held only by those who:
 1. Are baptized in the Name of the Triune God.
 2. Have declared their acceptance on the confessions of this congregation as contained in Article II of this Constitution.
 3. Do not live in manifest works of the flesh (Galatians 5:19-21), but lead a Christian life.

4. Are not members of any organization conflicting with the Word of God and the conduct of a Christian (II Corinthians 6:14-18).

ARTICLE V – ORGANIZATION

A. Voting Membership

This congregation shall be represented by its Voting Membership, which shall consist of only those communicant members who are 18 years of age or older.

The following matters shall be decided only by the Voting Membership: calling or removal of a pastor or other called worker; the annual budget and plan of the church; the election of the members of the Board of Directors; the disposition of all substantial assets, the acquisition of major property and indebtedness; the dissolution of the constitution; and amendments to the Constitution and By-Laws.

Deleted: the President, the Vice-President, the Secretary, and

Deleted: other

B. Board of Directors

The Voting Membership shall annually elect voting members of the congregation to serve as members of the Board of Directors. The primary focus of the Board of Directors is to ensure that a vision is in place and that long and short range plans are developed to implement that vision. The board shall monitor performance with respect to plans and budgets. The Board of Directors shall establish and maintain Governing Policies that reflect the current needs and future directions, goals and visions of Good Shepherd Lutheran Church. The Board of Directors shall monitor all of the church's activities and plans as appropriate to see that 1) they are consistent with the mission statement and principles of the congregation, and 2) that they are effectively supporting the long range goals of the church.

Deleted: set policies and guidelines for the staff

The Board of Directors, as empowered by and acting for the Voting Membership, shall have authority over all activities of the church except those matters stated in Section A of this Article. The Board of Directors has the authority and responsibility to implement the plan and budget for the year. This board, working with the Senior Pastor and others as appropriate, shall see that appropriate long and short range plans are in place and shall at least annually report to the congregation regarding these plans and associated progress.

C. Officers of the Congregation

The officers of the congregation shall consist of the President, the Vice President, and the Secretary, who will be elected from among the members of the Board of Directors and confirmed by the Voting Membership in accordance with the By-Laws of the congregation. These three officers shall be members of the nine-person Board of Directors. The President shall serve as Chairperson of the Board of Directors, shall preside over meetings of the Voting Membership, and shall work closely with the Senior Pastor in the overall administration of the church.

D. Senior Pastor and Staff – And Getting the Lord’s Work Done

The Senior Pastor, under the overall direction of the Board of Directors, will have the responsibility of implementing long and short range plans and budgets and of assigning appropriate positions, responsibilities and authorities to other staff members or any other members of the congregation to conduct the business of the church. The Senior Pastor and other staff members will serve primarily to define tasks that need to be done, to solicit and equip volunteers to do the work, and to monitor results, making adjustments and changes as needed. The staff will provide overall coordination, leadership, training, spiritual support, and encouragement. The membership must be the primary workers in the kingdom.

E. Rights and Powers

This congregation, subject to the limiting provisions and regulations of this Constitution and its associated By-Laws, shall have supreme power in the administration of its affairs. No duly elected officers of this congregation shall have any power or authority beyond that conferred upon them by the congregation acting through its Voting Membership. The Board of Directors shall be responsible for the performance of such duties as the Voting Membership may delegate to them by special resolution. Such specially delegated rights and powers, both of officers and of the Board of Directors, shall be subject to revision or complete withdrawal by the Voting Membership at its discretion.

Any pastor, other called worker, officer or Board of Directors member who departs from the standards of membership stated in Article IV, the confessional standard of the Lutheran Church as set out in Article II, or is unable or is willfully neglectful in the performance of his or her official duties, may be removed from office in Christian and lawful order by the Voting Membership. Such action shall be initiated through a member of the Board of Directors.

ARTICLE VI – ELIGIBILITY FOR SERVICE

A. Called Staff

1. The office of Pastor, Associate Pastor, or Assistant Pastor shall be conferred upon such male persons who unreservedly accept and pledge faithful adherence to the Confessional Standard of the Lutheran Church (Article II) and have been prepared for and are duly qualified for their work.
2. Only such candidates shall be called and elected to serve on the church or school staff who unreservedly accept and pledge faithful adherence to the Confessional Standard of the Lutheran Church (Article II) and have been prepared for and are duly qualified for their work.

B. Elected and Appointed

1. The President, Vice President all other members of the Board of Directors shall be voting members.
2. Elders appointed by the Senior pastor shall be male voting members.

C. Right of Calling

The right of calling a pastor or other called staff member shall be vested in the congregation, represented by the Voting Membership, and shall never be delegated to an individual or group.

D. Contracted and Other Paid Staff

1. The senior pastor shall have the right to hire contract and other non-called staff.
2. The senior pastor shall have the right to terminate contract and other non-called staff.

ARTICLE VII – PROPERTY RIGHTS

This congregation, represented by the Voting Membership, shall have the right to acquire and own such property as is necessary for the successful realization of its aims. Everything owned by the congregation, whether movable or fixed, is the estate of the congregation.

A. Forfeiture of Claim

1. Separation – Members who sever their connection with this congregation, whether by transfer or release to another congregation, or by moving away without leaving an address, forfeit all claims to the property of this congregation.
2. Excommunication – In each case of excommunication, the various steps of Matthew 18:15-20 shall be observed, if possible. Excommunicated persons and such as have been excluded themselves by refusing to submit to church discipline forfeit, from the moment of separation, all claims to the property of the congregation.
3. Doctrinal Dispute – If, at any time, a separation on account of doctrinal dispute shall take place in this congregation, the property of the congregation and all benefits connected therewith shall remain with those members who adhere to the Confessional Standard of Article II of this Constitution.

B. Dissolution

In the event of dissolution of this congregation, all assets and liabilities shall be conveyed to and become the property of the Texas District of the Lutheran Church – Missouri Synod.

ARTICLE VIII – VALIDITY OF RESOLUTIONS

All congregation matters shall be decided by a simple majority vote of the qualified Voting Membership present at a properly convened meeting of the Voting Membership, except as otherwise provided in this

Constitution and its associated By-Laws for dealing with certain situations or matters therein specifically mentioned and defined.

ARTICLE IX – AMENDMENTS

Amendments to this Constitution must be made in writing and may be made and approved at a regular or special meeting of the Voting Membership, provided that the amendment has already been submitted in a previous meeting. Two-thirds (2/3) of the Voting Members present must cast their vote in favor of an amendment to be adopted. Upon adoption, such amendments shall be submitted to the District Committee on Constitutions for approval in accordance with Synod's By-Laws.

The principles laid down in the Preamble and in Articles II, IV, VII, and IX shall be unalterable and irrevocable.

BY-LAWS
OF THE CONSTITUTION
OF
GOOD SHEPHERD LUTHERAN CHURCH
CEDAR PARK, TEXAS

(As Amended by the Voting Membership on May 2, 2010)

ARTICLE 1. MEETINGS OF THE CONGREGATION

Section 1. Regular Meetings

Regular meetings of the Voting Membership shall be held annually at dates and times set by the Board of Directors. The regular annual meeting of the Voting Membership shall include the consideration and acceptance of the annual budget. ~~An advance notice of the date and time of such meeting and the nature of the business to be conducted shall be made at the regular worship services on two Sundays, which can include the Sunday of the voters meeting if it is held after the regular worship services that day.~~

Deleted: and the election of congregational President, Vice President, Secretary and other members of the Board of Directors, depending on which terms have expired

Section 2. Special Meetings

Special meetings of the Voting Membership may be called by the Board of Directors to allow the congregation to vote on the specific matters enumerated in Article V Subpart A of the constitution or any other matters the Board of Directors deems appropriate. Any ten Voting Members may also request a special meeting of the Voting Membership. An advance notice of the date and time of such meeting and the nature of the business to be conducted shall be made at the regular worship services on two Sundays, which can include the Sunday of the voters meeting if it is held after the regular worship services that day.

Section 3. Order of Business at Voting Membership Meetings

In general, for purposes of order, Robert's Rules of Order shall prevail. The President may, with the consent of the Voting Membership present, vary the order considering the published agenda items and add or delete agenda items. However, items enumerated in Article V Subpart A of the Constitution may not be added as the entire Voting Membership would not have been given proper notice.

Section 4. Restriction Pertaining to Voting Membership Meetings

Attending Voting Members of a properly called Voting Membership meeting shall constitute a quorum. In the event of a tie vote, the President shall cast the deciding ballot. There shall be no voting by proxy.

ARTICLE 2: THE OFFICE OF CALLED AND ELECTED WORKERS

Section 1. Call Procedure

The Board of Directors and Board of Elders, in consultation with the Senior Pastor, may appoint a Call Committee and define its scope, tasks, and term. After consultation with the President of the Texas District, or his representative, the Call Committee shall propose candidates at the next regular meeting of the Voting Membership, or at a special meeting of the Voting Membership called for that purpose. Additional candidates may be proposed by any Voting Member at the meeting called to discuss the candidates. The Voters shall then adopt a list of candidates. At that meeting, or at a subsequent regular or special meeting of the Voting Membership, the Voters shall elect one of the proposed candidates by ballot and simple majority. The candidate receiving the majority of the votes shall be declared elected and the call made unanimous by acclamation. It shall be the duty of the President to see that notice of his election is delivered promptly to the candidate in whatever manner the Voting Membership shall deem advisable.

Section 2. The Offices of Pastor and Teacher

The pastoral office as well as that of a called teacher shall be conferred only on such ministries, teachers, and candidates as profess and adhere to the confessional standards set forth in Article II of the constitution and who are well qualified for their work. Pastors and teachers shall, in the call extended to and accepted by them, be pledged to this confessional standard.

ARTICLE 3: ELECTION OF OFFICERS AND THE BOARD OF DIRECTORS

Section 1. Nomination Procedure

At least two months prior to the expiration of the Board of Directors member's terms, the Board of Directors shall organize and announce a Nominating Committee. After this announcement, communicant members may submit to the Nominating Committee the names of possible candidates for office. The Nominating Committee shall prepare a list of candidates drawn from among voting members of the congregation and announce an election date at least three weeks prior to the scheduled election.

- Deleted:** three
- Deleted:** annual meeting of the Voting Membership
- Deleted:** its selection of six or more qualified Voting Members who, together with the Senior Pastor, shall serve as the
- Deleted:** annual meeting

Following the publication of the Nominating Committee's list, any communicant member of the congregation may submit to the Committee additional names for inclusion on the list, and such names shall be placed in nomination by the Committee along with the candidates already chosen, provided:

1. That such names shall be submitted at least 10 days before the date of the scheduled election, of the Voting Membership, and

Deleted: annual meeting

2. That the Nominating Committee, through consultation with the Pastor(s), shall have investigated the status of the proposed candidates and found them spiritually eligible for office and willing to serve.

To be eligible to serve in the position of President, an individual must have served for the preceding 12 months as either President, Vice President, Secretary, or member of the Board of Directors.

Section 2. Election Procedure

From the list of candidates, submitted by the Nominating Committee, the Voting Membership shall elect by ballot three members (by highest number of votes received) to serve as members on the Board of Directors for a three year term. Absentee voting may be offered to the Voting Membership for this election.

Deleted: The Nominating Committee, at least one week before the date of the annual meeting, shall publish the list of candidates for President, Vice President, and Secretary, and for the other Board of Directors positions where terms have expired. The Nominating Committee shall also publish the names of board members whose terms will not be expiring.¶

Section 3. Installation of Board Members – Terms of Office

The newly elected board members shall be installed and shall assume their duties of office within 30 days of the election. Members of the Board of Directors shall serve three-year terms, with such terms being staggered such that three are elected each year.

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Deleted: , at its annual meeting,
Deleted: and simple majority, the following officers in the order herein indicated:

The new Board of Directors will meet within 30 days of the election and decide on recommended members to serve as President (and Chairperson of the board), Vice President (and Vice Chairperson of the board), and Secretary for the year. These officer recommendations will then be presented to the Voting Membership for confirmation. Serving as President, Vice President or Secretary does not alter the member's three-year term on the board.

Deleted: <#>President of the congregation (and Chairperson of the Board of Directors)¶
<#>Vice President of the congregation (and Vice Chairperson of the Board of Directors)¶
<#>Secretary of the congregation¶
<#>Three members of the Board of Directors for positions where terms have expired (which may include the individuals elected as President, Vice President, and Secretary, depending on the status of their terms on the board.)¶

There shall be no mandated limits regarding how many terms an individual may serve as President, Vice President, or Secretary, or as a member of the Board of Directors.

ARTICLE 4: DUTIES OF OFFICERS AND THE BOARD OF DIRECTORS – FUNCTIONS AND POWERS

Section 1. Duties of Officers

The President, the Vice President, and the Secretary are the only Officers of the congregation. The President of the congregation shall preside at all meetings of the Voting Membership. He or she shall, to the best of his ability, enforce the Constitution and By-Laws of the congregation and carry out the expressed will of the congregation as embodied in the resolutions of the Voting Membership. He shall also be a member of the Board of Directors and call and preside over the meetings of the Board of Directors. The President shall work closely with the Senior Pastor to coordinate the functions, plans and activities of the congregation in all its parts for the total furtherance of the work of Christ's Kingdom in our midst.

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Deleted: on the last Sunday of the church year

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Deleted: Each year one of the board members will serve a one-year term as congregational President (and Chairperson of the board), one board member will serve a one-year term as congregational Vice President (and Vice Chairperson of the board), and one board member will serve a one-year term as congregational Secretary.

The Vice President shall be a member of the Board of Directors and shall serve as Vice Chairperson of that board. The Vice President of the congregation, in the absence of the President, shall act for an in

stead of the President. He or she shall be available for whatever duties the President shall assign to him as his representative.

The Secretary shall be a member of the Board of Directors. The Secretary will ensure that accurate records are kept of congregational and board meetings and also perform other duties as assigned by the President.

If the Vice President, Secretary, or other member of the Board of Directors resigns or is removed, the President shall appoint a replacement to fill the unexpired term after consulting with the Senior Pastor regarding the status and spiritual eligibility of the proposed replacement.

Section 2. The Board of Directors

The Board of Directors shall consist of the President, the Vice President, the Secretary, and six additional voting members of the congregation. The Board of Directors is responsible to the congregation for providing focus and vision for the congregational activities. The board shall annually report to the congregation on the organizational and financial condition of the congregation. It shall also recommend an annual financial operating plan and budget for approval by the Voting Membership at the annual meeting.

The Board of Directors shall transact or supervise all legal and contractual business of the church. The President (and the other officers if required) shall sign all legal documents on behalf of the congregation.

The Board of Directors shall appoint an Auditing Committee to audit the financial records of the congregation.

Deleted: consisting of any two qualified voting members of the congregation

Deleted: The board shall submit the Audit Committee's report at the regular annual meeting of the Voting Membership.

ARTICLE 5: AMENDMENTS

Amendments to these By-Laws may be made at any regularly convened meeting of the voters, provided that the amendment has already been submitted in writing at a previous meeting. Two-thirds (2/3) of the voting members present must cast their vote in favor of such an amendment to be adopted.