

**CONSTITUTION AND BYLAWS**  
**OF**  
**ZION EVANGELICAL LUTHERAN CHURCH**  
**April 15, 2008**  
**Laramie, Wyoming**

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**CONSTITUTION  
OF  
ZION EVANGELICAL LUTHERAN CHURCH**

**Laramie, Wyoming**

**PREAMBLE**

It is the will of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world (Matthew 28:18-20; Luke 24:47-48). So that Christ's mission for His Church might be carried out according to His will. He has commanded that Christians unite in worship (Hebrews 10:24-25), practice fellowship with one another (Acts 2:42), witness to all men (Acts 1:8), help each other grow in the Word (Ephesians 4:7-16; Mark 10:42-44; John 13:35; Galatians 6:10), conform to the Divine Word in doctrine and practice (Psalm 119:105; Galatians 1:6-8; 2 Timothy 4:1-5), administer the Office of the Keys as His Church (John 20:21-23; Matthew 18:15-20), and maintain decency and order in the Church (1 Corinthians 14:40).

Therefore, we the members of Zion Evangelical Lutheran Church accept and subscribe to the following Constitution and Bylaws, in accordance with which all spiritual and material affairs of our congregation shall be governed.

**ARTICLE 1.0 -- NAME OF CONGREGATION**

The name of this congregation shall be Zion Evangelical Lutheran Church, located in Laramie, Albany County, Wyoming.

**ARTICLE 2.0 -- MISSION**

Zion exists to faithfully baptize and teach until the Lord's Return.

PREAMBLE: The Triune God, Father, Son, and Holy Spirit, gives to His disciples the gifts of Word and Sacraments through which all people may come to a knowledge of God and faith in Him by the power of the Holy Spirit. Responding in love as stewards of God's gifts at Zion, we intend with God's help to baptize and to teach in His Name as our Lord Himself commands (Matthew 28:18-20), within our congregation, to our Laramie community, and to the world as God gives us the resources to do so.

**ARTICLE 3.0 -- CONFESSION OF FAITH**

3.1: This congregation accepts without reservation all the canonical books of the Old Testament and New Testament as the inspired, inerrant and revealed Word of God and all the symbolical books of the Evangelical Lutheran Church, contained in the Book of

Concord of the year 1580, as the correct presentation and true exposition of the Christian doctrine drawn from the Holy Scriptures--viz: the three Ecumenical Creeds (*The Apostles' Creed, The Nicene Creed, and The Athanasian Creed*); the *Unaltered Augsburg Confession*; the *Apology of The Augsburg Confession*; the *Smalcald Articles*; *Luther's Small Catechism*; *Luther's Large Catechism*; and *The Formula of Concord*.

3.2: No doctrine, practice, worship or educational materials in conflict or inconsistent with the above norms of our faith and life shall be taught, tolerated or promoted in this congregation.

#### **ARTICLE 4.0 – SYNODICAL AFFILIATION**

4.1: This congregation shall be affiliated with The Lutheran Church--Missouri Synod as long as the confessions and constitution of said synod remain in accord with the congregation's confessional standard set forth in Article 3.0, as determined by a majority vote of the voting members of the congregation at a meeting called for that purpose.

4.2: This congregation shall collaborate with said synod and assist it in effecting all sound measures intended for the building up of the Kingdom of God.

#### **ARTICLE 5.0 -- MEMBERSHIP IN THE CONGREGATION (*see also Articles 11,12,13*)**

##### **5.1: Composition of Membership**

The membership of the congregation shall be comprised of (1) baptized, (2) communicant and (3) voting members, as follows:

5.1.1: *Baptized* members are all who have been baptized in the name of the Triune God. (*see also 11.1.1*)

5.1.2: *Communicant* members are those baptized members who have been confirmed in the Lutheran faith, accept the confessional standard of Article 3 of this Constitution, are familiar with and comprehend the contents of *Luther's Small Catechism*, and are not members of organizations, including secret societies, whose principles and conduct conflict with the Word of God. Reception into communicant membership must be approved by the Board of Deacons which shall report the action to the Congregational Assembly, as specified in this Constitution.

5.1.3: *Voting* members are communicant members who have reached the age of 18 years.

## **5.2: Duties of Membership**

Members of the congregation shall conform their entire lives to the rule of God's Word and, to that end, make diligent use of the Means of Grace; exercise faithful stewardship of God's gifts and their talents; impart and accept brotherly and sisterly admonition as the need for such admonition becomes apparent, and be readily available for service in the Kingdom of Christ within and beyond the congregation.

## **5.3: Termination of Membership**

A member who voluntarily severs his or her connection with this congregation or who has been released or transferred, or who has been excommunicated or excludes himself or herself according to the provisions of the Bylaws shall be deemed to have terminated his or her membership along with all rights and privileges of such membership.

# **ARTICLE 6.0 – ORGANIZATION**

## **6.1: The Congregational Assembly**

6.1.1: The Congregational Assembly, comprised of the voting members, shall be the ultimate governing body of the congregation and shall be empowered to administer and manage all its affairs.

6.1.2: All matters of doctrine and conscience shall be decided on the basis of the Word of God. All other matters shall be decided by a majority vote of the voters present at a validly convened meeting of the Congregational Assembly (*see also 15.1 & 15.3*), unless otherwise specified by this Constitution or Bylaws.

6.1.3: The right of calling pastors and church workers shall be vested in the Congregational Assembly and shall not be delegated otherwise.

6.1.4: The Congregational Assembly, subject to the limiting provisions and regulations of the Constitution and the Bylaws, shall have supreme power in the administration of the congregation's affairs. No duly elected officers or other members of the Church Council or the Board of Deacons shall have any more power or authority beyond that conferred upon them by the Congregational Assembly.

6.1.5: The Church Council and Board of Deacons shall be responsible for the performance of duties delegated by the Congregational Assembly. Such specifically delegated duties shall be subject to revision or complete withdrawal by the Congregational Assembly at its discretion.

## **6.2: The Church Council**

Between meetings of the Congregational Assembly, the affairs of the

congregation shall be directed and governed by the Church Council, which will act in behalf of the congregation in all matters except those reserved exclusively for the Congregational Assembly or the Board of Deacons as specified by this Constitution and Bylaws.

6.2.1: The Church Council shall be comprised of a minimum of seven and no more than fifteen voting members 18 years of age or older (the president shall be 21 years of age or older - *see also 6.3*) to be elected by the Congregational Assembly at its Annual Voters' Meeting or at special meetings called for that purpose. Included in Council membership shall be the Chairman of the Board of Deacons and the congregational treasurer appointed to that position by the Church Council (*see also 6.3.4*). Both shall be voting members of the Council. The Senior Pastor shall be an *ex-officio* and non-voting member of the Council

6.2.2: The Church Council shall meet regularly as specified by the Bylaws (*see also 18.2.2*) to conduct the business of the congregation. In addition, the Church Council will hold informal, informational forums periodically to (a) report to the congregation on the state of the congregation, indicate progress made by the Council and various task forces, and announce future plans for the congregation, and (b) to solicit input from individuals on any matter pertinent to the mission and functioning of the congregation. No formal business actions shall be taken at any such forum.

6.2.3: Four members of the Church Council shall serve as officers of the congregation. These officers are President, Vice President, Treasurer and Secretary. All members of the Council may be called upon to serve as project leaders for the congregation, executing and delegating to appointed task forces the missions and objectives set by the Congregational Assembly.

6.2.4: The officers of the congregation (President, Vice President, Treasurer, and Secretary) shall be determined by the Church Council within 2 weeks after the Annual Voters' Meeting. (*See also 17.3.5*)

### **6.3: Congregational and Church Council Officers**

The congregation and Church Council shall have the following officers, comprised of communicant members 18 years of age or older at the time of assumption of office except for the office of president, which shall be of 21 years of age or older:

6.3.1: A *president* who shall be a male communicant member and who shall conduct the meetings of the Congregational Assembly and the Church Council and take whatever other leadership roles are necessary in the spirit of this Constitution and Bylaws. The president shall be elected by the Church Council from among the members elected to the Church Council by the Congregational Assembly.

6.3.2: A *vice president* who shall be a male communicant member and who shall perform the duties of the president whenever called upon because of the absence or

inability of the president to perform his duties. The vice president shall be elected by the Church Council from among the members elected to the Church Council by the Congregational Assembly.

6.3.3: A *secretary* who shall keep the minutes of the Congregational Assembly and Church Council and shall perform other secretarial duties as called upon. The secretary shall be elected by the Church Council from among the members elected to the Church Council by the Congregational Assembly.

6.3.4: A *treasurer* who shall be responsible for keeping the financial records of the congregation and for advising the congregation and Church Council on financial matters. The treasurer shall be appointed or elected by the Church Council from the voting membership of the congregation.

#### **6.4: The Board of Deacons**

The Congregation shall have a Board of Deacons comprised of male communicant members 25 years of age or older, elected by the Congregational Assembly at its Annual Voters' Meeting or other meeting called for that purpose. The Board of Deacons shall concern itself with the spiritual welfare of the Pastor(s) and congregational members, individually and corporately, and shall supervise everything pertinent to congregational discipleship and worship, unless otherwise specified by this Constitution and Bylaws.

6.4.1: The Board of Deacons chairman shall be a voting member of the Church Council.

6.4.2: The Senior Pastor shall be an *ex-officio* non-voting member of the Board of Deacons.

6.4.3: The size of the Board of Deacons shall be proportional to the number of communicant members, with one Deacon assigned to approximately every thirty communicant members.

#### **6.5: Congregational Boards and Task Forces**

To promote and execute the various functions and missions of the congregation, boards and task forces shall be appointed from among congregational members as needs arise or extend. The Church Council shall be responsible for appointing, mobilizing, directing and coordinating those boards and task forces that relate to fellowship, evangelism, education, stewardship, care and maintenance of properties and facilities, congregational planning and any other congregational matters or missions not coming under the jurisdiction of the Board of Deacons. The Board of Deacons shall be responsible for appointing, mobilizing, directing, and coordinating those boards and task forces coming under its Constitutional purview. On any matter common to both bodies, the Church Council and Board of Deacons may jointly appoint a single board or task force as needed.



6.5.1: Wherever provisions in the manual might apply in their particular areas of responsibilities, board and task force members may refer to the manual, "Guidelines for Congregational Task Force Members," included as Appendix I to the Constitution and Bylaws.

#### **6.6: Restrictions on Offices and Board of Deacons Membership**

Because of the responsibility of these positions for overseeing the Office of Public Ministry (1 Timothy 3:8-12, 1 Timothy 6:11-16, Titus 2:2-14), only male communicant members will be eligible to hold the offices of President and Vice President of the congregation and hold membership on the Board of Deacons.

### **ARTICLE 7.0 -- PASTORS AND AUXILIARY SERVANTS**

7.1: Since God has established the Pastoral Office, the congregation shall confer such office upon called pastors or candidates who: profess and adhere to the confessional standard set forth in Article 3 of this Constitution; are qualified for their work; have been endorsed by The Lutheran Church--Missouri Synod, and are members of that synod. Other called servants must profess and adhere to the same confessional standards, must be qualified for their work and must be endorsed by and be members of that synod.

7.2: The Pastor(s) and other called servants shall be expected to devote all their called service time and energies to the cause of the congregation and its mission. If a sister congregation or other body affiliated with The Lutheran Church--Missouri Synod should require the services of the Pastor(s) or other called servant on an extended or indefinite basis, such as in the case of a vacancy in that body, the request for such assistance must be presented to the Church Council through one of the elected officers, and approval of the arrangement must be obtained from the Board of Deacons.

### **ARTICLE 8.0 -- AUXILIARY ORGANIZATIONS**

Auxiliary organizations not provided for in the Constitution and Bylaws may be formed and operate within the congregation only with the expressed consent of the Church Council. The Pastor(s) shall serve as advisor(s) to all such organizations.

### **ARTICLE 9.0 -- CONGREGATIONAL DIVISION AND PROPERTY RIGHTS**

If at any time a separation should take place within the congregation, the advice of the officers of the Wyoming District of The Lutheran Church--Missouri Synod shall be sought. If, despite all efforts to reconcile differences in peace and love, a division of the congregation should occur because of doctrinal disagreements, the property of the congregation and all benefits connected thereto shall remain with those members who continue to adhere in confession and practice to articles 2,3,4,5 and 7 of this Constitution. If division takes place for any other reason, the property shall remain with the majority of the voting members. In the event

the congregation should totally disband, the property and all rights connected thereto shall be transferred to the Wyoming District of The Lutheran Church--Missouri Synod, provided that the congregation at that time remains affiliated with said synod according to the provisions of Article 4.

## **ARTICLE 10.0 – CONSTITUTIONAL AMENDMENTS**

10.1: This Constitution may be changed or amended by at least three-fourths majority of the votes cast at a meeting of the Congregational Assembly, provided that the intention to amend the Constitution and the essential elements of the proposed amendment are presented to the congregation assembled for worship on four Sundays prior to the time the amendment is presented for action.

10.2: Amendments to this Constitution may be adopted only if they do not conflict with the intent of articles 2, 3, 5, 7 and 9 of the Constitution.

## **THE BYLAWS OF THE CONSTITUTION**

### **ARTICLE 11.0 – BAPTIZED AND COMMUNICANT MEMBERSHIP**

#### **11.1: Procedures for Membership Application**

11.1.1: Baptized members are those who are under the spiritual care of the Pastor(s) of this congregation, including the children who have not yet been confirmed in accordance with Article 5 of the Constitution.

11.1.2: Communicant members are received through either the rite of confirmation; the transfer from a sister congregation in The Lutheran Church--Missouri Synod; profession of faith; or reaffirmation of faith.

11.1.3: Applicants for communicant membership in the congregation shall consult the Senior Pastor who shall determine whether such applicants are eligible for membership in accordance with Article 5 of the Constitution.

11.1.4: Applicants not familiar with the doctrines and confessions of the congregation, as specified in Article 3 of the Constitution, shall be required to attend a course of instruction and to profess their faith either before the congregation or, at the Senior Pastor's discretion, before representatives of the Board of Deacons in order to be received as communicant members.

11.1.5: Applicants from other congregations with which this congregation is in doctrinal fellowship shall submit a letter of transfer from their former congregation to establish their eligibility for membership. In the case of applicants whose previous membership in

an affiliated congregation has lapsed, the Senior Pastor may, with the consent of the Board of Deacons, arrange for a period of instruction prior to the reaffirmation of faith of such applicants.

11.1.6: After applicants have given satisfactory evidence of their eligibility according to Article 11.1.4 or Article 11.1.5, their admission as communicant members shall be recommended by the Senior Pastor to the Board of Deacons which shall have authority to act on such application in behalf of the Congregational Assembly. The names of the new members shall be reported at the next meeting of the Congregational Assembly and be publicized in the print media of the congregation.

## **11.2: Privileges and Duties of Communicant Membership**

It shall be the privilege and duty of all communicant members to:

11.2.1: grow in Christian faith and life through faithful use of the Means of Grace, searching the Scriptures at home and in fellowship with other members of the congregation and its agencies and partaking of the Lord's Supper frequently;

11.2.2: lead a morally decent life before God and men, abstaining from open works of the flesh (Galatians 5:18-21) and so conducting themselves at all times to be a credit rather than a discredit to the Christian Church;

11.2.3: provide for the proper Christian training of their children by instruction at home and through the agencies of the Church;

11.2.4: contribute to the maintenance of the congregation and the extension of the Kingdom of God at home and abroad to the limit of their financial ability;

11.2.5: offer their God-given talents and abilities to the pastor(s), the officers of the congregation and other agencies of the congregation as set forth in this Constitution and Bylaws, so that the purposes and functions of the congregation may be effectively implemented.

## **11.3: Communicant Members on Leave**

11.3.1: Communicant members who indicate to the Board of Deacons that they will be living outside the immediate area for an extended time and yet wish to retain their membership in this congregation shall be granted the status of "Members-on-Leave."

11.3.2: Members on leave shall be encouraged to worship and commune regularly whenever possible with a sister congregation and to continue to support the ministry of their home congregation as long as they wish to retain membership. The Senior Pastor of Zion's congregation shall notify the pastor of the appropriate sister congregation of the presence of a member on leave so that he might exercise spiritual care on behalf of Zion's congregation.

11.3.3: The status of members on leave must be reviewed annually by request to the Board of Deacons.

## **ARTICLE 12.0 -- VOTING MEMBERSHIP**

### **12.1: Eligibility of Voting Membership**

12.1.1: Any communicant member of the congregation becomes a member of the

Congregational Assembly when he or she reaches 18 years of age.

## **12.2: Privileges and Duties of the Voting Members**

It shall be the privilege and duty of all voting members to:

12.2.1: exercise conscientiously and prayerfully their right of suffrage in all measures that will advance the work of Christ's Kingdom both locally and in the Church-at-large;

12.2.2: serve willingly in any office or capacity for which their talents and abilities equip them;

12.2.3: faithfully attend meetings of the Congregational Assembly;

12.2.4: assist with wholehearted diligence in the administration of the temporal and spiritual affairs of the congregation;

12.2.5: encourage by personal example, friendly interest, and judicious counsel all fellow eligible communicant members to participate in the Congregational Assembly.

## **12.3: Termination of Voting Membership**

12.3.1: Voting membership is automatically terminated with termination of communicant membership as specified in Article 13 of the Bylaws.

# **ARTICLE 13.0 – TERMINATION OF COMMICANT MEMBERSHIP**

Termination of communicant membership in the congregation can take the form of membership transfer to a sister congregation; a member's joining a non-affiliated church body; self-exclusion, and excommunication.

## **13.1: Termination Through Transfer**

A communicant member desiring transfer to another Lutheran congregation with which this congregation is in doctrinal fellowship shall apply for such transfer to the Senior Pastor. Upon approval of the request by the Senior Pastor and the Board of Deacons, the Senior Pastor shall issue a letter of transfer. The Board of Deacons shall report all transfers.

## **13.2: Termination Through Joining Non-Affiliated Church Bodies**

Where a communicant member has joined a church body not affiliated with this congregation, he or she shall be released of membership, upon the decision of the Senior Pastor and the Board of Deacons. The member's name shall be removed from the membership list, and the action shall be reported by the Board of Deacons.

### **13.3: Termination Through Self-Exclusion**

13.3.1: Names of members whose whereabouts are unknown and cannot be established within one year of disclosure of their absence shall be removed from the communicant member list and placed in a file designated "Whereabouts Unknown." The action shall be reported by the Board of Deacons.

13.3.2: Communicant members who request to be removed from membership shall be so released, upon the decision of the Senior Pastor and the Board of Deacons. The action shall be reported by the Board of Deacons.

### **13.4: Termination Through Excommunication**

Procedures for terminating communicant membership through the process of excommunication are specified in Article 14 that follows.

## **ARTICLE 14.0 -- DISCIPLINE IN THE CONGREGATION**

All discipline in the congregation shall be administered in accordance with the order of discipline laid down in Matthew 18:15-20, 1 Corinthians 5:1-5, and other related passages of the New Testament. Disciplinary procedures shall be followed under the direction of the Pastor(s) and the Board of Deacons whose recommendations shall be voted on by the Congregational Assembly at its Annual Voters' or a special meeting.

### **14.1: Grounds for and Procedures of Excommunication**

14.1.1: Excommunication is to be applied to any member who conducts himself or herself in an un-Christian manner, *viz*: openly adheres to false doctrine; gives evidence of an immoral and offensive life, willfully despises the preaching of the Gospel or persistently neglects the Sacrament of The Lord's Supper and is unrepentant of such actions.

14.1.2: If a faulting member has not responded positively to the admonitions given on at least three different occasions by the Pastor(s) and/or Board of Deacons, the Board of Deacons may recommend to the Congregational Assembly that his or her membership be terminated. The individual shall be notified of the recommendation by certified mail at least four Sundays before the scheduled action of the Congregational Assembly. If the Congregational Assembly accepts the recommendation of the Board of Deacons, the individual's name shall be removed from the membership list and shall be turned over to the Church Council for evangelical action.

14.1.3: Excommunication releases the individual from all responsibilities to the congregation, and it also excludes the individual from the privileges of congregational membership, such as Holy Communion, the process of transfer to a sister congregation and Christian burial. Excommunication also excludes the individual from any claim against the properties of the congregation. However, an excommunicated individual shall

be encouraged to attend and be welcomed at worship services of the congregation.

14.1.4: Persons who have been excommunicated shall be restored to communicant membership with all rights and privileges when they repent and ask forgiveness through the Pastor(s) and the Board of Deacons. Acts of discipline and membership restoration shall be made known to the congregation by whatever method the Pastor(s) and the Board of Deacons deem most suitable.

#### **14.2: Disciplinary Provisions Pertaining to the Church Council and Board of Deacons**

14.2.1: Members of the Church Council and Board of Deacons who willfully neglect the duties of their offices may be deposed by a two-thirds majority vote at a regular or special meeting of the Congregational Assembly.

14.2.2: The Church Council and/or the Board of Deacons shall initiate such disciplinary action.

#### **14.3: Disciplinary Provisions Pertaining to Pastors and Other Church Workers**

14.3.1: Sufficient grounds for deposing a pastor or other church worker shall be: persistent adherence to false doctrine; scandalous living; willful neglect of official duties, or evident and protracted incapacity to perform the function of the sacred office.

14.3.2: Charges on any of these counts shall be carefully investigated by the Board of Deacons. Should such charges be sustained by clear evidence, the individual involved shall first be given an opportunity to resign from office. If such opportunity has been given and declined, the Church Council shall, after consultation with officers of the Wyoming District of The Lutheran Church--Missouri Synod, submit the matter for action at a special meeting of the Congregational Assembly.

14.3.3: Should the occasion to depose pastor(s) or other church worker ever arise, the intended deposition shall be announced by the chairman of the Board of Deacons at regular worship services on the four Sunday's preceding a special meeting of the Congregational Assembly called for that purpose. All voting members shall be notified by mail at least four Sundays in advance of the meeting.

14.3.4: A three-fourths majority vote of the members present at a called meeting of the Congregational Assembly shall be required to depose a pastor or other church worker.

### **ARTICLE 15.0 -- MEETINGS OF THE CONGREGATIONAL ASSEMBLY**

#### **15.1: Nature and Time of Meetings**

15.1.1: The regular Annual Voters' Meeting of the Congregational Assembly shall be

held during the eleventh month of the 'congregational year' as defined in article 17.1.1.  
NOTE: This is currently in November. The date and time of this meeting shall be set by the Church Council.

15.1.2: Special meetings of the Congregational Assembly may be called by the congregational President or Senior Pastor or at the request of ten or more members of the congregation.

15.1.3: Notice of the date and time of a congregational assembly and the nature of the business to be addressed shall be given every Sunday starting at least 4 Sundays in advance of the date of the meeting and published in both the Sunday bulletin and on the Church web-site.

15.1.4: Open forums shall be held periodically during the year for informing and updating the members of the congregation of activities and programs being conducted, as provided for in Article 6.2.2. Dates and times for such forums shall be set by the Church Council.

15.1.5: Communicant members of the congregation under 18 years of age may attend any meeting of the Congregational Assembly and may, with the consent of the voting membership, submit recommendations or participate in the discussion of any item of business before the Assembly.

## **15.2: Order of Business at Regular Meetings**

15.2.1: The regular Annual Voters' Meeting of the Congregational Assembly shall proceed as follows:

1. Call to order.
2. Scripture reading with prayer.
3. Roll call of voting members. (All members must have signed the attendance register).
4. Recognition of new members accepted during year.
5. Officers' reports:
  - A. Secretary's report (minutes of previous Congregational Assembly meetings).
  - B. Treasurer's report.
  - C. Report by President of major Church Council proceedings over the preceding congregational year.
6. Report from the Board of Deacons.
7. "State of the Congregation" presentation by the President.
8. Unfinished business.
9. New business:
  - A. Presentation of recommended congregational budget for coming congregational year; approval of final budget.
  - B. Election of Church Council and Board of Deacons members up for



- election or reelection for the coming congregational year.
- C. Other new business.
- 10. Senior Pastor's report.
- 11. Adjournment with prayer.

15.2.2: The President or acting chairman may, with the consent of the voting members present, vary the above order in the interests of efficiency.

15.2.3: In general, the most recent edition of *Robert's Rules of Order* shall apply in the conduct of regular meetings.

### **15.3: Quorum and Proxy Restrictions**

15.3.1: All members present at a validly called Congregational Assembly meeting shall constitute a quorum.

15.3.2: No voting by proxy shall be allowed at regular or special meetings of the Congregational Assembly.

15.3.3: Absentee voting shall be allowed at regular or special meetings of the Congregational Assembly as approved by the Council president or Council secretary.

## **ARTICLE 16.0 -- PASTORAL AND AUXILIARY OFFICES OF THE CONGREGATION**

### **16.1: Qualifications and Responsibilities of the Pastoral Office**

16.1.1: The Pastoral Office is the authority conferred upon pastors by God, through a call of the congregation, to conduct and oversee the Office of Public Ministry of Word and Sacrament in the stead and by the command of our Lord Jesus Christ. The Pastoral Office is the primary ministerial office in the congregation under which all other ministerial offices function. The Congregational Assembly may establish under this office as many auxiliary offices as required and determine what work should be assigned to such offices.

16.1.2: Upon his installation, a pastor is authorized and obligated to proclaim to the congregation, collectively and individually, the Word of God in its full truth and purity as set forth in the writings listed in Article 3 of the Constitution.

16.1.3: A pastor is further directed to:

- 16.1.3(a): administer the Sacraments in accordance with their divine institution;
- 16.1.3(b): discharge toward all members of the congregation the functions of a minister and curate of their souls in an evangelical manner, in particular to visit the sick and the dying and to admonish

indifferent and erring members;

- 16.1.3(c): spiritually guard the welfare of all members during their preparation for acceptance of Holy Communion;
- 16.1.3(d): guide the congregation in the application of divinely ordained discipline in the church;
- 16.1.3(e): provide spiritual leadership and spiritual guidance among organizations within the congregation;
- 16.1.3(f): serve as an example of Christian conduct as expressed in 1 Timothy;
- 16.1.3(g): organize and conduct each worship service so that it is centered on the Word of God and is inviting and inspirational;
- 16.1.3(h): actively attend to the spiritual growth of the Board of Deacons, collectively and individually;
- 16.1.3(i): periodically review with each member of the Board of Deacons the ministering that is being done with congregational members assigned to that Deacon;
- 16.1.3(j): call on members of the congregation who have been referred to the Pastor(s) by an Deacon;
- 16.1.3(k): evaluate and encourage follow-up evangelism calls on visitors from the area attending worship services;
- 16.1.3(l): aggressively encourage discipleship training in all congregational programs;
- 16.1.3(m): spend adequate time in preparing for the ministerial tasks of proclaiming, teaching and counseling.

16.1.4: As given the title of Senior Pastor and delegated that responsibility by the Congregational Assembly, the Senior Pastor of the congregation shall also, in conjunction with the Board of Deacons:

- 16.1.4(a): supervise other called servants of the congregation, including associate and assistant pastors, pastors emeriti, and those holding auxiliary offices, in the functioning of the Pastoral Office;
- 16.1.4(b): supervise any vicar program established by the Congregational Assembly;

16.1.4(c): direct all professional and clerical church staff members.

16.1.5: Members of the congregation are obligated to accord a pastor honor, love and obedience in his ministry of God's Word; to support his ministrations *with* diligence and prayer; to help him in the discharge of his duties in every other way possible, and to provide for his sustenance according to the abilities of the congregation.

16.1.6: In calling a pastor to preach the Word of God and to administer the sacraments, the members of the congregation shall acknowledge that Christ creates the Pastoral Office when He calls and gathers a body of Christians together to form a Christian congregation, and He intends that this office be occupied by Scripturally qualified men through the call of the congregation.

### **16.2: Auxiliary Offices of the Congregation**

16.2.1: Any auxiliary office established by the congregation--including such offices as deaconess, lay minister, parochial school teacher, principal, director of Christian education, director of music and director of evangelism--are functions delineated by the congregation for the extension of its ministry in specific ways. These offices constitute the authority conferred upon servants of God, and the performance is to be followed according to the Word of God and in line with the needs of the congregation. The auxiliary offices so established shall come under the supervision of the Pastoral Office.

16.2.2: Members of the congregation are obligated to receive such persons as servants of the Word and to honor and love them as such; to make the discharge of their duties as pleasant as possible; to encourage them by word and deed, and to support their work with diligent and faithful assistance and prayer.

### **16.3: Procedures for Securing a Pastor or Other Called Servant**

16.3.1: In the case of calling a pastor, the Board of Deacons shall lead the congregation in a series of pre-call activities. (*See Appendix A, "Congregational Pre-Call Activities"*) Once completed, the Board of Deacons shall then consult with the president of the Wyoming District of The Lutheran Church--Missouri Synod to procure a preliminary list of candidates.

In the case of calling a church worker--such as a deaconess, a lay minister, a parochial school teacher, a principal, a director of Christian education, a director of music, and director of evangelism--the Church Council shall consult with the synodical district president and shall present a list of candidates in the same manner as above.

In all cases, additional candidates may be proposed by any communicant member to the Church Council or at a Congregational Assembly or congregational forum called to discuss candidates.

16.3.2: After receiving a Call list and counsel from the district president, the Congregational Assembly will hold a special Call meeting. (*See Appendix B, "Call Meeting Agenda"*). Once the first 4 Sundays of advance notification have been met prior to the Call meeting to initiate the 'Call Process', any subsequent meetings for the same position associated with the current call process may waive the requirement of 4 Sundays advance notification.

16.3.3: The Congregational Assembly shall elect one of the proposed candidates by secret ballot and by simple majority. A designated District representative shall be responsible for promptly notifying the elected candidate and for advising the congregation if that candidate is open to the call. In this case "open" does not mean acceptance - simply availability. The candidate's decision whether or not to accept the call may come at a later date. (*See Appendix B*)

16.3.4: Traditional call procedures endorsed by The Lutheran Church--Missouri Synod shall be followed, including transmission of the formal call papers.

#### **16.4: Procedure for Securing and Retaining Contracted Workers**

Negotiations with and the hiring of contracted workers, such as - but not limited to - custodians and clerical assistants, shall be delegated to the Church Council or to the Board of Deacons, whichever jurisdiction applies. An exception would be the approval to hire someone in a newly-created position requiring new money in the Church's budget. This would require the approval of the Congregational Assembly.

### **ARTICLE 17.0 -- ELECTION OF CHURCH COUNCIL, BOARD OF DEACONS AND OFFICERS**

#### **17.1: Congregational Year and Terms of Offices**

17.1.1: For the purpose of planning, financial control and reporting, and tenure of elected offices, the **congregational year** shall run from January 1 through December 31.

17.1.1.1: Elections of Church Council and the Board of Deacons for the coming congregational year shall take place in the Annual Voters' Meeting (*see 15.1.1*) of the Congregational Assembly.

17.1.2: The term of each member of the Church Council shall be two years. Each may be reelected or--in the case of the congregational Treasurer--reappointed for an unlimited number of terms.

17.1.3: The term of office of each member of the Board of Deacons shall be two years. A Deacon may be reelected for an unlimited number of terms.

17.1.4: As nearly as possible, one-half of the Church Council and one-half of the Board

of Deacons shall be elected on odd-numbered years and one-half on even-numbered years.

## **17.2: Nomination Procedures**

17.2.1: At the monthly meeting of the Church Council held prior to the month in which the Annual Voters' Meeting is held, the congregational President shall appoint a nominating task force comprised of the Senior Pastor and those members of the Church Council and the Board of Deacons whose terms are not about to expire. The nominating task force shall report to the congregation which offices are to be filled at the forthcoming annual elections, and members of the congregation will be asked to submit to the nominating task force the names of possible candidates.

17.2.2: The required size of the Board of Deacons for the coming congregational year, based on one Deacon for every thirty communicant members, shall be reported by the Board of Deacons to the congregational nominating task force. The nominating task force shall strive to provide for the required number of Deacon positions on its slate of nominees for the Annual Voters' Meeting election ballot.

17.2.3: As soon as possible after the monthly Church Council meeting held prior to the month in which the Annual Voters' Meeting is held, the nominating task force shall prepare a list of candidates drawn from the communicant members of the congregation who will be at least 18 years old on the first day of the coming congregational year for Church Council (21 years old for the office of President), and 25 years old for the Board of Deacons. The list shall be made available to the congregation at least four Sundays before the Annual Voters' Meeting.

17.2.4: After publication of the preliminary list of nominees, any communicant member may submit to the nominating committee additional names, and such names shall be added to the list provided that:

- 17.2.4(a): the names are submitted at least 10 days before the annual elections; and
- 17.2.4(b): the persons nominated are eligible for the indicated positions, as determined by the nominating committee; and
- 17.2.4(c): the suggested nominees have voiced their consent to be nominated.

17.2.5: No later than the Sunday preceding the Annual Voters' Meeting of the Congregational Assembly, the nominating task force shall publish the names of the nominees for each position. There shall be at least one nominee for each position.

## **17.3: Election Procedures**

17.3.1: From the list of candidates submitted by the nominating task force, the Congregational Assembly at its Annual Voters' Meeting shall elect the required officers and board members for the coming congregational year (*see 17.1.1*). The order of balloting shall be:

17.3.1(a): election of members to the Church Council;

17.3.1(b): election of members to the Board of Deacons.

17.3.2: Election shall be by simple majority of the votes cast.

17.3.3: At the annual elections, men may not be candidates for both the Church Council and the Board of Deacons. If a male nominee for one or the other is not elected, then he may stand as a nominee for the alternative, if he chooses. This article is not intended to be in conflict with Articles 6.2.1 and 6.4.1 which provides for the Deacon elected by his Board to be the Chairman to hold a position on the Church Council at the same time.

17.3.4: In no case shall any name be allowed to stand for election to the Church Council or Board of Deacons without the individuals' explicit consent to serve in the indicated position.

17.3.5: Within two weeks after the annual elections, the newly formed Church Council shall meet to elect from among the Council a congregational President, Vice President and Secretary and shall appoint or reappoint a congregational Treasurer. (*See also 6.2.4*) Before this meeting, the Board of Deacons shall elect a chairman who then becomes a member of the Council and helps elect or appoint the congregational officers. The newly-elected slate of Council officers shall not take effect until the expiration of the incumbents' current terms at the end of the congregational year. (*Article 17.1.1*)

#### **17.4: Installation of Church Council and Board Members**

Newly elected, re-elected and incumbent Church Council and Board of Deacons members shall be installed within 4 weeks of the Annual Voters' Meeting and shall assume their duties of office on the first day of the coming congregational year (*see 17.1.1*).

#### **17.5: Filling Vacancies of Office**

Any vacancy occurring among the Church Council or Board of Deacons shall be filled for the unexpired term by appointment of the Church Council. At its discretion, the Church Council may call for election at a special meeting of the Congregational Assembly, with nominations placed on the ballot at that Assembly meeting. In either case, the explicit consent of each appointee or nominee must be procured in advance.

#### **17.6: Board and Task Force Appointments**

Boards and task forces shall be appointed from the congregation throughout the year by the Church Council and Board of Deacons to accomplish specific objectives in their respective areas. The number, size and duration of boards and/or task forces shall be determined by the appointing Council or Board. A project leader from the Council or Board shall be assigned to mobilize and supervise or provide a liaison for each board and/or task force. Time and talent inventories as well as volunteered overtures by congregational members will be utilized to form the boards and task forces.

## **ARTICLE 18 -- DUTIES AND RESPONSIBILITIES OF THE OFFICERS, CHURCH COUNCIL, BOARD OF DEACONS AND CONGREGATIONAL BOARDS AND TASK FORCES**

### **18.1: Duties and Responsibilities of the Congregational and Church Council Officers**

18.1.1: The *President* of the congregation shall:

- 18.1.1(a): call meetings and preside at all meetings of the Congregational Assembly;
- 18.1.1(b): enforce to the best of his ability the provisions of the Constitution and Bylaws of the congregation;
- 18.1.1(c): carry out the expressed will of the congregation as embodied in the resolutions and actions of the Congregational Assembly and Church Council.
- 18.1.1(d): call meetings and reside over the Church Council;
- 18.1.1(e): endeavor to coordinate the functions, plans and activities of the congregation in all its parts for the furtherance of the work of Christ's Kingdom in our midst;
- 18.1.1(f): appoint a task force comprised of any two qualified communicant members of the congregation, other than the treasurer and church secretary, to review the financial records of the congregation at least once a year;
- 18.1.1(g): assign to the vice president whatever tasks are desirable in the interests of improving the performance and efficiency of the presidential office;
- 18.1.1(h): appoint a nominations task force as specified in Article 17.2.1.

18.1.2: The *Vice-President* of the congregation shall:

18.1.2(a): act, in the absence of the President, for and in the stead of the President;

18.1.2(b): be available for whatever duties and tasks the President might assign to him as his representative;

8.1.3: The *Secretary* of the congregation shall:

18.1.3(a): be present at all meetings of the Congregational Assembly and at all meetings of the Church Council to take and record the minutes thereof and keep the minutes in a permanent record book over his or her signature;

18.1.3(b): perform all duties normally pertaining to the secretarial office and whatever related additional duties the Congregational Assembly might delegate.

18.1.4: The *Treasurer* of the congregation shall:

18.1.4(a): be responsible, according to recognized accounting procedures, for accurate recording of congregational receipts, disbursements, budgeted and actual expenditures;

18.1.4(b): suggest for congregational consideration any new or improved methods and systems for keeping financial records;

18.1.4(c): present a duplicated financial report at the Annual Voters' Meeting of the Congregational Assembly and at Church Council meetings;

18.1.4(d): submit permanent financial records for annual financial review;

18.1.4(e): be responsible for monthly remission of offerings for missions and church agencies and for prompt payment of salaries and bills authorized by the Church Council and Board of Deacons;

18.1.4(f): receive a report of all monies procured through worship services, special offerings or other sources and duly record the same;

18.1.4(g): sign all checks for payment of bills, salaries or other financial commitments of the congregation of any sort;

## **18.2: The Church Council**

18.2.1: The duties of the Church Council are to:



- 18.2.1(a): conduct the operations of the congregation between Congregational Assembly meetings and act for the congregation on all matters except those reserved exclusively for the Congregational Assembly and the Board of Deacons as indicated by the Constitution and Bylaws;
- 18.2.1(b): plan or initiate the planning of congregational programs and projects, both long-range and short-range;
- 18.2.1(c): appoint and implement task forces from among the congregation to assist in congregational planning and operations and to recommend or execute programs or projects as called upon by the Council;
- 18.2.1(d): serve as the point of liaison among the Senior Pastor, the Board of Deacons and the Council's appointed task forces in the work of the congregation;
- 18.2.1(e): settle jurisdictional disputes among congregational task forces;
- 18.2.1(f): set dates and prepare the agenda for the Annual Voters' Meeting and any special meeting of the Congregational Assembly;
- 18.2.1(g): call for special Congregational Assembly elections at the Council's discretion to fill vacancies on the Church Council or Board of Deacons;
- 18.2.1(h): respond to any function or task that the Congregational Assembly might delegate to it, except those not allowed by the Constitution and Bylaws.

18.2.2: The Church Council shall normally meet monthly. Additional meetings may be called by the President or Senior Pastor.

18.2.3: The Church Council shall schedule periodic congregational informational forums, as required by Article 6.2.2 of the Constitution, in such a manner as to attract a meaningful turnout of congregational members.

18.2.4: Through its Secretary, the Church Council shall keep a permanent set of minutes for each meeting, which minutes shall be the property of the congregation and made available in some appropriate manner to the congregation once approved.

### **18.3: The Board of Deacons**

18.3.1: *Responsibilities:* The Board of Deacons, corporately and individually, shall:

- 18.3.1(a): pray for the Pastor(s), other spiritual leaders, and all members of

the Body of Christ;

- 18.3.1(b): encourage the Pastor(s) in his/their work by word and action;
- 18.3.1(c): show concern for the spiritual, emotional and physical health and welfare of the Pastor(s) and his/their family (through such means as adequate compensation, housing, free time, vacation, professional growth, and assistance in time of illness), and to this end specifically review these items annually as the budget is prepared;
- 18.3.1(d): take responsibility, together with the Pastor(s), for the development of a meaningful worship life, including the supervision of ushers, altar care, choirs, and the coordination of worship assistants;
- 18.3.1(e): insure that the congregation functions in accordance with the established doctrine of the Church as listed in Article 2 of the Constitution;
- 18.3.1(f): maintain and exercise discipline with the congregation according to Scripture, the Lutheran Confessions, and the Constitution and Bylaws of the congregation;
- 18.3.1(g): assist and advise the Pastor(s) with the vicar program;
- 18.3.1(h): assist and advise the Pastor(s) concerning the youth and adult confirmation classes;
- 18.3.1(i): assist and advise the Pastor(s) in counseling difficult cases and in finding peaceful and God-pleasing solutions to personal problems within the congregation;
- 18.3.1(j): encourage personal discipleship and spiritual growth of the individual members by encouraging regular attendance at worship, the Lord's Supper and Bible study;
- 18.3.1(k): assist members of the congregation in using their gifts in service for Christ's Kingdom;
- 18.3.1(l): make effective calls on members;
- 18.3.1(m): integrate new members into the life of the congregation and assign them to the responsibility list of a specific Deacon;
- 18.3.1(n): encourage an effective ministry for the need of youth by appointing a Youth Ministry Council annually;

- 18.3.1(o): receive special training as determined by the Pastor(s) and the Board of Deacons;
- 18.3.1(p): determine eligibility for membership of all individuals and families applying for membership in the congregation, according to Article 5 of the Constitution and Article 11 of the Bylaws;
- 18.3.1(q): respond promptly to all requests for transfer and release of members;
- 18.3.1(r): review annually the salary and performance of the Church Secretary(ies) for appropriate action; in the case of a vacancy, interview and hire a replacement in conjunction with the Pastor(s);
- 18.3.1(s): supervise operation of the church office, through the Pastor(s);
- 18.3.1(t): submit an annual budget in the form and at the time requested by the Church Council;
- 18.3.1(u): exercise leadership in gathering call lists and calling a new Pastor when a vacancy occurs;
- 18.3.1(v): appoint and supervise the work of any congregational task force coming under its jurisdiction.

18.3.2: *Characteristics:* The nature and personal characteristics of each Deacon should be as follows:

- 18.3.2(a): He should not be a recent convert, but one who is experienced in the faith (1 Timothy 3:10).
- 18.3.2(b): He should be one who is regular in attendance at worship and Holy Communion (Hebrews 10:25).
- 18.3.2(c): He should demonstrate his love for the Word of the Gospel by his personal attendance at Bible study (2 Timothy 3:14; Hebrews 10:24).
- 18.3.2(d): He should be mature in his personal attitude (this does not necessarily imply that he is old or older.) (Philippians 3:12-14; 1 Timothy 3:19-10).
- 18.3.2(e): He should have a good understanding of the Lutheran doctrine and practices and the reasons for them (1 Corinthians 14:40; Romans 16:17-18).

- 18.3.2(f): He should love people and be willing to cope with their problems out of love and concern rather than personal prestige (Galatians 5:25-6:5; Philippians 2:3-11).
- 18.3.2(g): He should be an emotionally balanced individual in his own right (Ephesians 4:26; 2 Peter 1:3-11).
- 18.3.2(h): He should be willing to spend as much time as necessary in the supervision of the doctrine and life in the congregation (Luke 22:26-27; James 5:19-20; 1 Peter 4:8-11).
- 18.3.2(i): He should be able to approach others with a positive attitude, even in admonition situations (Luke 17:3-5; 2 Timothy 2:23-26).
- 18.3.2(j): He must be loyal to the congregation and to its Pastor(s) and to the congregation's stated spiritual goals and objectives (1 Corinthians 1:10; Philippians 2:1-2; 1 Timothy 5:17-20).
- 18.3.2(k): He should be able to express himself with clarity, publicly as well as in private situations (Acts 4:13; 1 Timothy 4:7-9; 2 Peter 3:15).
- 18.3.2(l): He must be a man of prayer who understands his own limitations (Ephesians 6:18; Thessalonians 5:17).
- 18.3.2(m): His personal life should be above reproach (Galatians 5:13-24; Philippians 1:27).
- 18.3.2(n): He must understand that he is doing work for Christ (John 14:12-13; Colossians 3:17).
- 18.3.2(o): He should be prepared to take training in each of the areas in which special skills are needed for the performance of his duties (2 Timothy 2:15; 2 Peter 3:15).

18.3.3: *Meeting Frequency:* The Board of Deacons shall normally meet monthly together with the Senior Pastor, with dates and times established by the Board. Additional meetings may be called by the Chairman or the Senior Pastor, as required.

18.3.4: *Board Chairman:* The Chairman of the Board of Deacons shall be elected annually by the Board. Among his responsibilities, the Chairman shall:

- 18.3.4(a): assign, coordinate and supervise the work of the Board and its members;
- 18.3.4(b): serve as a voting member on the Church Council;

- 18.3.4(c): assign new congregational members and transfers to an appropriate Deacon's responsibility list, or re-assign members to a different Deacon's responsibility list as circumstances dictate;
- 18.3.4(d): work with the Pastor(s) and appropriate discipleship Deacon to encourage, admonish and confront those who have become inactive in their attendance at worship as outlined in Article 14 of the Bylaws of the congregation;
- 18.3.4(e): oversee the status of members-on-leave as defined in Article 11.3 of the Bylaws of the congregation;
- 18.3.4(f): conduct the meetings of the Board of Deacons and prepare whatever meeting materials are necessary, including agendas.

18.3.5: *Board Secretary*: The Secretary of the Board of Deacons shall take minutes of each meeting and be responsible for recording and distributing the minutes to members of the Board, to the Church Council and to the Pastor(s).

#### **18.4: Appointed Congregational Boards and Task Forces**

18.4.1: Each board and/or task force appointed by the Church Council or Board of Deacons shall:

- 18.4.1(a): execute such activities and programs assigned to it in such a manner as to enhance the functioning and spirit of the entire congregation;
- 18.4.1(b): submit outlines or reports of its work to the Church Council or Board of Deacons as the nature of the boards and/or task forces requires;
- 18.4.1(c): be empowered by the Church Council or Board of Deacons to administer all funds set aside for it by the Church Council or Board of Deacons through budget appropriation or by special resolution of the Congregational Assembly;
- 18.4.1(d): keep a permanent record of each important meeting, which record shall be the property of the Church Council or Board of Deacons and the congregation;
- 18.4.1(e): establish with the assistance of the supervising Church Council or Board of Deacons a schedule of meetings or sessions consistent with the needs and mission of the board and/or task force;

- 18.4.1(f):       be guided by the applicable statements presented in Appendix I of the Constitution and Bylaws titled “Guidelines for Congregational Task Force Members.”

## **ARTICLE 19.0 -- AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended at any meeting of the Congregational Assembly by a simple majority vote, provided that (a) a motion to submit a proposal to amend has been made at a previous validly called meeting of the Congregational Assembly; *or that* (b) the entire voting membership has been advised, at least four Sundays in advance of the meeting, of the proposed amendments and the date of the meeting.

## **AMENDMENTS TO THE BYLAWS**

### **ARTICLE 20.0 — GIFTS AND BEQUEST FUND**

#### **20.1: Name of Fund and Adoption Date**

This congregation shall have a Gifts and Bequest Fund. The fund shall be called Zion Evangelical Lutheran Church Gifts and Bequest Fund. It shall be one of the funds of this congregation. This bylaw was adopted by the Zion Lutheran Church Congregational Assembly November 20, 1996.

#### **20.2: General Purpose of Fund**

20.2.1: This fund's purpose shall be to receive gifts and bequests, and to use them for the mission and ministry of Zion Evangelical Lutheran Church in Laramie, Wyoming.

20.2.2: Both the principal and income from unrestricted gift and bequests to the fund are to be used for the purposes, projects and programs recommended by the Church Council provided that the purposes, projects and programs shall be consistent with the general reason for which this fund has been established.

20.2.3: At least annually, the Church Council shall make recommendations to the Congregational Assembly regarding distribution of the income and/or principal of the fund. None of the income or principal from unrestricted gifts shall be distributed to the congregation's operating budget, except as hereinafter set forth. The distribution of the income and/or principal from unrestricted gifts for purposes other than the operating budget shall be determined by the Church Council.

20.2.4: Gifts and bequests may be made upon special terms or conditions or containing limitations or directions as to the investment or use of the substance of the gift, or the use of accumulation of the income, provided that such are acceptable to Zion Evangelical Lutheran Church. The acceptance of such gift shall be by the Church Council.

#### **20.3: Duration of Fund**

The Zion Evangelical Lutheran Church Gifts and Bequest Fund shall continue in existence and be used as hereinabove provided, unless earlier revoked, so long as Zion Evangelical Lutheran Church shall continue to exist. In the event division occurs in the Congregation, the disposition of the Gifts and Bequest Fund shall be governed by the provisions of Article 9.0 (Congregational Division and Property Rights) of the Constitution.

#### **20.4: Governance of the Fund**

- 20.4.1: The Church Council shall promote and manage the fund. The treasurer of the congregation shall be responsible for receipts by and disbursements from the fund, shall maintain complete and accurate books of account, and shall provide, at least annually, a written financial report of the fund to the Congregational Assembly.
- 20.4.2: The Church Council, if it deems it to be in the best interest of the congregation, may recommend that the assets of the fund be delivered to The Lutheran Church — Missouri Synod Foundation for investment management. Any agreement entered into for the management of the Fund shall be valid only if approved by a two-thirds (2/3) majority of the voting members present at a duly called and constituted meeting of the Congregational Assembly.
- 20.4.3: The Council shall establish such written rules and regulations as may be necessary for the conduct of its business. It shall adopt standards and goals to guide in the expenditure of the income from the fund, which it may amend, all within the stated purposes of the fund.
- 20.4.4: The Council shall maintain accounts with such financial institutions as it, by resolution, may determine and authorize. All checks and other documents transferring or expending any funds or assets in the fund shall be executed by the treasurer and the chairperson of the Council.
- 20.4.5: The Council may ask other members of the congregation to serve as advisory members and may employ, at the expense of the fund, such professional counseling on investments and legal matters as it deems to be in the best interest of the fund.
- 20.4.6: The Council shall maintain complete and accurate books of account and may employ such professional help as it deems necessary in this connection.
- 20.4.7: No member of the Council shall engage in any self-dealing or transactions with the fund in which the member of the Council has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the fund.

## **20.5: Fiscal Year of Fund**

- 20.5.1: For tax, accounting, distribution, or other purposes, the fiscal year (whether terminating December 31 or otherwise) of Zion Evangelical Lutheran Church shall be the fiscal year of the fund.



20.5.2: Within two months after the close of each of the fund's fiscal years, and at such other time(s) as is deemed convenient, an itemized, written statement shall be prepared. It must accurately reflect the position of the fund's income and corpus accounts as of a date reasonably close to the date the statement should be submitted, and should indicate the receipts, disbursements and changes therein since the fund's inception or the previous accounting, as the case may be. The statement shall then be submitted to the Church Council and be made available to the congregation.

## **20.6: Procedures for Governing Fund**

20.6.1: The Church Council shall, at least annually, render a full and complete account of the administration of the fund during the preceding year.

20.6.2: Gifts and contributions from any individual, firm or corporation, in money, in securities, or in any other form of property, including, by way of explanation and not in limitation, direct gifts for the purpose of the fund, gifts in memory of any deceased person or in appreciation or recognition of any living person, gifts in the form of a devise or bequest under will or trust instrument, and gifts or proceeds or portions of proceeds of insurance, annuity, or endowment policies or contracts, may be received by the fund at any time.

20.6.3: Means for acknowledging the receipt of each gift and contribution shall be established and maintained, including, whenever feasible, a designation of the value ascribed to each gift.

20.6.4: Gifts and contributions may be made upon special terms or conditions or containing limitations or directions as to the investment or use of the substance of the gift, or the use or accumulation of the income, provided that such are acceptable to Zion Evangelical Lutheran Church. Separate identification and recording shall be made of all transactions with respect to any such special or restricted gift or gifts.

20.6.5: All funds and property shall be kept and maintained separate, distinct and independent from the funds and property otherwise belonging to the congregation. However, the Church Council shall in no event be required to make physical segregation of the assets of the fund in order to conform to the directions of any individual donors, but may establish separate accounts in its accounting records.

20.6.6: The Church Council is to inform the members of the congregation of the purpose of the fund, and may periodically arrange for members of the congregation to meet with professional counselors in the area of charitable giving, wills, bequests, insurance, etc.

20.6.7: All new members of the Council are to receive a copy of the Gifts and Bequest Fund bylaws of the congregation in order to become acquainted with the function and purposes of the fund.

## **20.7 — Powers and Authority of Fund Manager**

The manager of the fund, whether the fund is managed and administered by the council, or whether the fund is delivered to The Lutheran Church—Missouri Synod Foundation for management and administration, shall have the following powers and authority:

20.7.1: The property constituting the corpus of the fund shall be invested and reinvested in any kind of property (whether real or personal, tangible or intangible, and/or domestic or foreign), including, but not limited to, securities, real estate, oil, gas and other natural resources and/or accounts or certificates of banks or other lending institutions, and each investment shall be managed and protected in accordance with the principles herein established. In exercising the authority granted in this section, the decisions with respect to investment shall be guided by the concept of a prudent investor whose investment purpose includes both income and capital appreciation and shall not otherwise be restricted by any law, rule or custom (1) requiring safety of corpus as a primary consideration, (2) regarding investment in income producing property, or (3) requiring diversification of investments. It is further understood that any part or all of the fund may be invested in obligations of the Lutheran Church Extension Fund—Missouri Synod, St. Louis, MO (or the district's Church Extension Fund). In amplification, but not limitation, of the foregoing, authority is granted:

- 20.7.1(a): to acquire interests in property by purchase, lease, rental, or other method; to sell, option, exchange, redeem or convert any property interests; and to rent or lease property of the fund;
- 20.7.1(b): to exercise all rights and privileges accruing to a holder of securities, including all voting, conversion, subscription and pre-emptive right; to deposit any securities with, delegate discretionary power to, and participate, cooperate and contract with, as a member or otherwise, any protective committee of security holders; and to effectuate any merger, consolidation, dissolution, reorganization or financial adjustment of the issuer of any securities and/or any transfer, demise, or encumbrance of any of its properties;
- 20.7.1(c): to manage and/or develop any real property owned, leased or otherwise held by the fund; to erect, repair, remodel, reconstruct, demolish or remove buildings or other improvements on it; to partition or subdivide it; to dedicate all or any part of it to public or

semipublic use, and to grant easement or other charges with respect to it;

- 20.7.1(d): to abandon any property interest deemed worthless or of insignificant value;
- 20.7.1(e): to borrow money from any source, to encumber property of the fund and to repay any loan due by the fund;
- 20.7.1(f): to foreclose any mortgage, lien, or other encumbrance, and to purchase the encumbered property, whether through foreclosure or private arrangement;
- 20.7.1(g): to establish and maintain, out of income, depreciation, depletion and/or amortization reserves;
- 20.7.1(h): to maintain a portion of all of the property constituting the fund in liquid or nearly liquid form, even though little or no income is earned thereon;
- 20.7.1(i): to use income or corpus funds (irrespective of their derivation) for any purpose of the fund and with respect to any property of the fund (irrespective of the income, if any, it produces) even if such funds are derived from the sale of or income from other property of the fund or from a loan (from income or an outside source) using such other property as security.

20.7.2: Without limiting the authority otherwise conferred, the following additional authority is hereby granted to be exercised as is believed to be in the best interest of the fund:

- 20.7.2(a): to accept and receipt for any inter vivos, testamentary or other transfer of property to the fund;
- 20.7.2(b): to hold property, and to negotiate and execute documents on behalf of the fund, in the name of the fund or in the name of a nominee(s) without disclosing any fiduciary relationship to anyone;
- 20.7.2(c): to allocate between income and corpus (in cases where reasonable doubt of the applicable law exists) in equitable proportions, any money or other property received, and any loss or expenditure incurred;
- 20.7.2(d): to vote, or refrain from voting, securities having voting privileges, and to give any type of proxy (with or without voting directions) to vote the same;

- 20.7.2(e): to make division and distribution of property held in the fund (whenever directed to do so) either in kind or in cash, or partly in kind and partly in cash and for such purpose to set values upon any property of the fund;
- 20.7.2(f): to protect the fund and its property by insurance against damage, loss or liability;
- 20.7.2(g): to establish checking account(s) in which may be deposited income and/or corpus cash; and
- 20.7.2(h): to employ, at the expense of the fund, attorneys, investment counsel, brokers, custodians of assets, and other agents and employees.

## **20.8 — Amendments to Bylaw 20 GIFTS AND BEQUEST FUND**

Any amendment to this bylaw that will change, alter or amend the general purpose for which the fund is established shall be adopted only if approved by a two-thirds (2/3) majority of the voting members present at a duly called and constituted meeting of the Congregational Assembly, the notice of which has stated that such an amendment will be proposed to the Congregational Assembly. All other provisions of Article 9.0 of the Constitution shall apply.