

**CONSTITUTION AND BYLAWS
GRACE EVANGELICAL LUTHERAN CHURCH**



**Durham, North Carolina
Adopted - July 10, 2022**

Constitution

Table of Contents:

Preamble.....	Page 1
Article 1 Name	Page 1
Article 2 Purpose	Page 1
Article 3 Confession Standards	Page 2
Article 4 Synod Membership	Page 2
Article 5 Membership	Page 2
Article 6 Government of the Congregation	Page 3
Article 7 Division	Page 4
Article 8 Ordained and Commissioned Ministers	Page 4
Article 9 Property Rights of the Congregation	Page 4
Article 10 Bylaws	Page 4
Article 11 Amendments	Page 5
Article 12 Adoption	Page 5

Bylaws

Table of Contents:

Article 1 Membership	Page 6
Article 2 Calling Ministers of Religion – Ordained or Commissioned	Page 8
Article 3 Duties of the Pastor	Page 9
Article 4 Meetings of the Voters’ Assembly	Page 9
Article 5 Elected Representatives of Congregation	Page 11
Article 6 Corporate Officers	Page 13
Article 7 Grace Advisory Board	Page 14
Article 8 Grace Ministry Boards	Page 14
Article 9 Special Funds	Page 16
Article 10 Amendments	Page 17
Article 11 Automatic Review	Page 17
Article 12 Adoption	Page 17

CONSTITUTION
GRACE EVANGELICAL LUTHERAN CHURCH

Durham, North Carolina

Adopted July 10, 2022

The Constitution and Bylaws, contained herein, were adopted by this Congregation on July 10, 2022, and supersedes all documents of similar nature previous to this date.

PREAMBLE

We, the members of Grace Lutheran Church accept and subscribe to the following Constitution and Bylaws. They shall govern the spiritual, material, and missional affairs of the congregation.

We affirm that at the center of our fellowship is the Word of God which is made active and powerful by the Holy Spirit. For the furtherance of Christian fellowship, for the nurturing of Christian people, for help in fulfilling a Christian calling (Ephesians 4:11-16), this constitution and Bylaws is set forth, to organize mission and ministry efforts in an orderly manner, according to the Word of God (1 Corinthians 14:40, 2 Timothy 4:1-5, Galatians 1:6-8).

ARTICLE 1. NAME

The name of this congregation shall be Grace Evangelical Lutheran Church of Durham, Inc. incorporated in and under the laws of the State of North Carolina.

ARTICLE 2. PURPOSE

The purpose of this congregation shall be to give honor and glory to the triune God by supporting those who have answered the call of Jesus Christ to be His disciples by living the Way of GRACE. We, therefore, commit our lives to this particular way by:

- 2.1 GROWING as followers of Jesus and participating in the shared life of this Congregation fostering Christian fellowship and love;
- 2.2 REJOICING in God by participating in worship, hearing the Word of God, and celebrating the Holy Sacraments manifesting the unity of our faith in Jesus Christ;
- 2.3 ANSWERING with hope by generously giving of ourselves, our time and our possessions carrying out the will of God in our lives;
- 2.4 CARING for our neighbors by following the model of Christ and ministering to their spiritual and physical needs, and inviting them to walk with us as we follow Jesus; and

2.5 EMBRACING others through our hospitality and creation of community making possible encounters with the Risen Christ.

ARTICLE 3. CONFSSIONAL STANDARD

This congregation accepts without reservation the Scriptures of the Old and the New Testament as the written Word of God and the only rule and norm of faith and of practice and all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord (1580) as a true and unadulterated statement and exposition of the Word of God, to wit:

- ✦ The three Ecumenical creeds: the Apostles' Creed, the Nicene Creed, the Athanasian Creed.
- ✦ The unaltered Augsburg Confession (1530),
- ✦ The Apology of the Augsburg Confession,
- ✦ The Smalcald Articles,
- ✦ Luther's Large Catechism,
- ✦ Luther's Small Catechism,
- ✦ Formula of Concord (1580).

All doctrinal controversies which may arise in this congregation shall be decided and adjudicated according to this norm of doctrine.

ARTICLE 4. SYNOD MEMBERSHIP

This congregation shall be a member of THE LUTHERAN CHURCH - MISSOURI SYNOD (LCMS) and the district to which the Congregation is assigned, as long as the confessions and constitution of said Synod and District are in accord with the confession and constitution of this Congregation as determined by a two-thirds majority vote of the Congregation at a meeting called for that purpose. It shall be the privilege and responsibility of the congregation and its individual members to support the work of the Synod and District and to participate in the District conventions of the Synod.

ARTICLE 5. MEMBERSHIP

The types of membership in this Congregation include the following as further defined in the Bylaws:

- 5.1. **Baptized Members:** All those who have been baptized in the name of the Father, and of the Son, and of the Holy Spirit and who are under the spiritual care of this Congregation, including the children who have not yet been confirmed.
- 5.2. **Confirmed Members:** All Baptized Members who accept and adhere to the confessional standards of Article 3 of this Constitution and who have been received through the rite of confirmation, by transfer from a partner congregation, or by profession of faith or by reaffirmation of faith in accordance with the Bylaws of this Congregation.

5.3. **Voting Members:** All Confirmed Members at least 18 years of age may become a voter by signing in as a new voter. Voting Members have the right and responsibility to speak and to vote in the Voters' Assembly called to carry out the mission and ministry of Grace Lutheran Church.

ARTICLE 6. GOVERNMENT OF THE CONGREGATION

Governing Body

6.1. The Voters' Assembly shall:

- 6.1.1. Be the final governing body and shall have final authority in managing the internal and external affairs of Grace Lutheran Church.
- 6.1.2. Have the authority to arrange, direct, and adjust the spiritual and material affairs of the congregation.
- 6.1.3. Not even the congregation or Voters' Assembly shall be empowered to order, enact, or decide anything contrary to the Word of God and the symbols of the Evangelical Lutheran Church as set forth in Article 3 of this Constitution.

6.2. The Grace Advisory Board shall:

- 6.2.1. See to it that all activities of the church reflect the mission and vision of the congregation;
- 6.2.2. Concern itself with establishing all policies governing the activities of the congregation and with the implementation of the mission, vision, budget, and plans adopted by the Voters' Assembly;
- 6.2.3. Be responsible for review of the organizational structure and may appoint or dissolve any entity to carry out the vision of the congregation. Such entities may be either long term or short term and include task forces, committees, or teams;
- 6.2.4. Have plenary authority to transact all the affairs of the congregation except the following matters, which are reserved for the Voters' Assembly:
 - 6.2.4.1. Call or removal of a called minister of religion or called church worker;
 - 6.2.4.2. Authorize expenditures greater than 120% of a budget line item in the annual budget;
 - 6.2.4.3. Authorize expenditures greater than 5% of the total annual budget for nonbudgeted items;
 - 6.2.4.4. Adopt the congregational budget;
 - 6.2.4.5. Dissolve the congregation or terminate the congregation's membership in The Lutheran Church-Missouri Synod.

6.2.5. Officers and Boards

- 6.2.5.1. Officers of this congregation are elected by the Voters' Assembly and shall be such as the Bylaws of this Constitution prescribe.

6.2.5.2. Boards of this Congregation shall be such as the Bylaws of this Constitution prescribe.

ARTICLE 7. DIVISION

Should serious controversy arise in this congregation, the Grace Advisory Board shall be directed to seek advice and assistance from the Synod and/or District with which the congregation is affiliated.

ARTICLE 8. ORDAINED AND COMMISSIONED MINISTERS

- 8.1. The congregation has the exclusive right to call ordained or commissioned ministers, which includes Teachers, Directors of Christian Education, Directors of Christian Outreach, Deaconesses, Parish Assistants, Certified Lay Ministers, and any other church workers rostered by the Synod.
- 8.2. Calling or releasing pastors and other called workers shall be vested in the Voters' Assembly, as described in the Bylaws, Article 2, and shall never be delegated to a smaller body or to an individual. In case of a vacancy in the office of an ordained or commissioned minister, the Congregation shall notify the president of the district so that he may assist in temporarily filling a vacancy and also give assistance in regard to the calling of a new ordained or commissioned minister.

ARTICLE 9. PROPERTY RIGHTS OF THE CONGREGATION

- 9.1. This Congregation may receive, acquire, hold title to, and manage such real estate and other property as it may deem necessary to accomplish its purpose as a Congregation and may sell or dispose of such real estate and other property or any part thereof.
- 9.2. This Congregation shall have all the rights and powers that are granted by the laws of the State of North Carolina to religious organizations.
- 9.3. In the event that a separation in the congregation occurs, the property of the congregation and all rights connected therewith shall remain with those members who hold fast to this Constitution as determined by simple majority of the votes cast in a meeting of Voters' Assembly.
- 9.4. In the event the congregation should disband, the property and all rights connected therewith shall be transferred to that District of The Lutheran Church - Missouri Synod to which the congregation is assigned.

ARTICLE 10. BYLAWS

The Voters' Assembly may adopt such Bylaws as necessary to provide for orderly accomplishment of its purpose. Such may include direction and delineation of authority, responsibilities and duties of officers, organizations, boards, and committees, etc. Such Bylaws shall serve to carry out the intent of this Constitution.

ARTICLE 11. AMENDMENTS

- 11.1. This Constitution may be amended by a two-thirds majority of the votes cast in a meeting of the Voters' Assembly.
- 11.2. The Bylaws may be amended by a simple majority of the votes cast in a meeting of the Voters' Assembly.
- 11.3. The revised Constitution and/or Bylaws shall, as a condition of continued membership in The Lutheran Church—Missouri Synod, be submitted to the President of the District to which the congregation is assigned for approval and shall not be effective or implemented by the congregation until such approval is received.
- 11.4. To alter or repeal any articles or portions of the Constitution and Bylaws requires:
 - 11.4.1. A special or regular, called, and announced meeting as specified per Article 5 of the Bylaws;
 - 11.4.2. A statement of intent to amend the constitution and/or Bylaws;
 - 11.4.3. Presentation of the proposed amendments in writing to the Voters' Assembly no less than two (2) weeks prior to the meeting for which the change is to be considered;
 - 11.4.4. Distribution of proposed amendments to the congregation assembled for worship on two (2) different Sundays in advance of the Voters' Assembly meeting;
 - 11.4.5. A quorum of two-thirds or more of eligible voting members be present at each of two (2) consecutive Voters' Assembly meetings at which the change is to be considered.

ARTICLE 12. ADOPTION

This constitution was adopted by the Congregational Assembly on July 10, 2022 and shall take effect, superseding all previous documents of similar nature and purpose.

BYLAWS

GRACE EVANGELICAL LUTHERAN CHURCH

Durham, North Carolina

Adopted July 10, 2022

ARTICLE 1. MEMBERSHIP

Inasmuch a congregation exists only by God's will and for the purpose of His glory, membership in this congregation begins in the Lord's gracious call to be a part of His Body and share in His work.

1.1. **Baptized Members** are people who have been baptized in the name of the Father, the Son and the Holy Spirit and who come under the shepherding care of this congregation. It is expected that all Baptized Members will:

- ✘ Attend worship services faithfully and regularly.
- ✘ Lead a Christian life as taught in Galatians 5:19-26.
- ✘ Bear in love with other Baptized Members (Galatians 6:1-2) and be quick to confess and forgive error or offense (Matthew 18:15-20).
- ✘ Be generous with all gifts from God, whether of their time, talents, and treasure, toward the ministries of the congregation and the extension of the church at large

1.2. **Confirmed Members** are those baptized within the congregation who have completed a course of instruction in Christian doctrine and congregational mission that meets with the approval of the Grace Advisory Board. Persons seeking to attain confirmed membership shall make that fact known to the Senior Pastor or any other delegated pastor.

1.2.1. The pastor shall verify the understanding of and commitment to the congregational purpose stated in Article 2 and Confessional Standard contained in Article 3 of the Constitution. From that verification, the pastor will determine if additional instruction is needed and the appropriate method for that instruction. The pastor is authorized to extend confirmed membership to the person and shall announce that in a public worship service.

In addition to the expectations of Baptized Members, all Confirmed Members will:

- ✘ Affirm the congregational mission stated in Article 2 of the Constitution.
- ✘ Affirm the confessions of faith listed in Article 3 of the Constitution.
- ✘ Be familiar with the life and activities of The Lutheran Church—Missouri Synod (hereafter "The Synod").
- ✘ Partake frequently of the Lord's Supper.

- ✘ Participate in continuing Christian education.
- ✘ Participate in an ongoing ministry.
- ✘ Provide for the Christian upbringing of their children by participating in the educational life of the congregation, such that parents are equipped to be the spiritual teachers of their children and to nurture their children's faith in Christ.

1.3. **Voting Members** are Confirmed Members who take part in the discernment of God's will for the congregation by their participation in Voters' assemblies and voting. Voting Membership is available to Confirmed Members who have reached their eighteenth (18) birthday and is renewed annually through commitment to grow as a disciple, participate in a ministry, and give financially. New voting members are acknowledged by and received at the first available Voters' Assembly.

1.4. **Termination of membership:** Baptized or confirmed members may terminate their membership or have their membership terminated in this congregation for any one of the following reasons:

1.4.1. **Transfer-** A member desiring transfer to another Synod congregation shall make that fact known to the Senior Pastor. The Senior Pastor shall ensure a letter of transfer is provided to the congregation receiving former Grace members. Such transfer shall be reported at the next regularly scheduled meeting of the Grace Advisory Board and Voters' Assembly. Members who move out of the community shall be encouraged to transfer their membership to the sister (Synod) Congregation nearest to them.

1.4.2. **Release-** Members who join congregations outside of Synod fellowship thereby terminate their own membership in this Congregation. Such terminations shall be reported at the next regularly scheduled meeting of the Grace Advisory Board and Voters' Assembly.

1.4.2.1. **Lack of Participation**

1.4.2.1.1. **Baptized Members-** As baptized members are in the shepherding care and keeping of the congregation, questions regarding their ongoing membership will be determined on a case-by-case basis by the Grace Advisory Board and Senior Pastor.

1.4.2.1.2. **Confirmed Members-** Persons who neglect their commitment to the congregation's life as outlined in Article 1 above for a period of six months shall be contacted by the Grace Advisory Board or its designee for encouragement. After another six months, the Grace Advisory Board may vote to end their membership. Such persons shall be notified of their removal from membership at the address of record possessed by

the congregation. Similarly, members whose whereabouts are unknown or who have moved from the area may be removed from membership after a period of one year, by a vote of the Grace Advisory Board.

- 1.4.2.1.3. **Voting Members-** Voters who do not renew their voting membership annually will revert to Confirmed Membership and be ineligible for voting on congregational matters until their commitment is renewed and they are received at the next Voters' Assembly.

ARTICLE 2. CALLING MINISTERS OF RELIGION – ORDAINED OR COMMISSIONED

- 2.1. **Vacancy-** At the time of vacancy in the office of pastor or commissioned minister of religion, the congregation shall notify the District President and the Circuit Visitor and request the procedure for calling a new pastor or commissioned worker.
- 2.2. **Authorization-** After authorization is received from the Voters' Assembly, the Grace Advisory Board shall appoint a Call Committee. No more than one-third of the Call Committee members may be members of the Grace Advisory Board.
- 2.3. **Candidates-** Every voting member shall have opportunity to suggest one or more candidates for consideration. The Call Committee shall consult with the District of The Synod to which the Congregation is assigned as part of their effort to secure candidates and confirm submitted names are eligible for a call. A call will only be extended to candidates who are approved by The Synod.
- 2.4. **Extension of Call to Pastor or Other Called Worker**
- 2.4.1. At a properly convened Voters' Assembly a list of candidates for the office of Pastor or other called worker shall be submitted to the Voters' Assembly.
- 2.4.2. In the matter of calling a Pastor, all Confirmed Members shall be eligible to vote.
- 2.4.3. The vote shall be by ballot and the candidate receiving a majority of all votes cast shall be notified of the extension of call.
- 2.4.4. The election shall, if possible, be made unanimous by a rising vote, and the call shall be sent to the pastor or commissioned minister.
- 2.4.5. Calls made shall follow guidelines of the synod with which affiliated or be otherwise carried out by the Voters' Assembly in a proper manner.
- 2.5. **Discipline of Called Workers:** Any ordained or commissioned minister of religion may be removed from office for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect or inability to perform the duties of the office. Prior to any action to remove a called worker, the Circuit Visitor and District President shall be notified

with full information concerning the proposed action concerning an ordained or commissioned minister. The guidance of the District President shall be followed and be in accordance with the Synod's Dispute Resolution Process. A two-thirds majority ballot vote, in a Christian and lawful manner, shall be required to remove a called worker.

ARTICLE 3. DUTIES OF THE PASTOR

3.1. **The Pastor** of the congregation, duly called, ordained, and installed, shall fulfill the responsibilities outlined in the Letter of Call and related call documents. At minimum, these responsibilities include those recognized by the Confessions and The Synod as belonging to the Office of Public Ministry:

- ✘ To preach the Word of God, both Law and Gospel;
- ✘ To administer the Sacraments;
- ✘ To exercise the Office of the Keys (to forgive or retain sins).

3.2. **Additional Duties-** In addition, the Senior Pastor shall supervise all ordained or commissioned staff under call to the congregation, providing direction, support, and performance reviews, in cooperation with the Grace Advisory Board.

3.3. **Ex Officio-** The pastor shall serve as an ex officio member of all boards, committees, and neighborhoods (*small groups; hereafter "neighborhoods"*) or assign such representation to other called staff as deemed desirable or necessary.

ARTICLE 4. MEETINGS OF THE VOTERS' ASSEMBLY

4.1. **Meetings-** The Voters' Assembly shall regularly meet two times a year. The first regular meeting shall be held during May, at which time election of officers shall take place. The second regular meeting shall be held during November, at which time the annual budget will be ratified. The budgeted fiscal year shall begin January 1. Elected officers will assume office on the first Sunday in June or the first day of the month following the annual election.

4.1.1. **Special Meetings-** Special meetings of the Voters' Assembly may be called by the president or the Grace Advisory Board or by request of seven (7) or more confirmed members to the president or Grace Advisory Board.

4.1.2. **The Agenda** for any regular or special meetings of the Congregation shall be available at church the Sunday prior to the meeting.

4.2. **Notice Of Meetings-** The day and hour of the semi-annual meetings shall be set by the Grace Advisory Board and announced in public services at least two weeks in advance of regular

meetings. The time and purpose of special meetings shall be announced in public services at least one week before such meeting.

- 4.3. **Member List-** After scheduling a date for the semi-annual Voters' Assembly meeting, the Grace Advisory Board's designated representative(s) shall prepare an alphabetical listing of the names of voting members. The list should be updated and retained up until the time of the meeting and provide the list of members who are entitled to vote at the assembly.
- 4.4. **Order of Business-** The order of business of Voters' Assembly meetings shall be at the discretion of the President. Robert's Rules of Order shall be applied as necessary.
- 4.5. **Quorum-** One-fifth (20%) of the registered voting members shall be present to constitute a quorum for an official meeting of the Voters' Assembly, except in the instances of call or recall of a Pastor or other called worker, sale or purchase of property, erection of buildings over \$10,000 in cost, when one-third (33%) of the registered voters shall be necessary for a quorum.
- 4.6. **Voting-** A majority vote of those present and voting shall rule, except for amendments to the constitution or bylaws, or a decision when a two-thirds (66%) majority is required. Elections shall be determined by majority vote, with additional ballots if and as necessary.
- 4.7. **Remote Participation in Meetings-** Voting members may participate in any meeting of the Voters Assembly by means of remote communication to the extent the Grace Advisory Board authorizes such participation. The means of remote communication is subject to any guidelines and procedures the Grace Advisory Board adopts and the requirements of the following subsections.
 - 4.7.1. **Voting Members participating by means of remote communication** are deemed present and may vote at the meeting if all reasonable measures are made to verify that each person participating remotely is a voting member, provide the members a reasonable opportunity to participate in the meeting, and to vote on matters submitted to the members to the same extent they could participate and vote if present in person. Participation includes an opportunity to communicate and to read or hear the proceedings of the meeting concurrently with the meeting.
 - 4.7.2. The **Grace Advisory Board** may, in its sole discretion, determine that any meeting of voting members shall not be held at any place and shall instead be held solely by means of remote communication, but only if subsection 4.7.1 is implemented. A notice of a meeting held solely by means of remote communication shall clearly indicate such and provide instruction and information to members so they may join and participate in a remote meeting.
- 4.8. **Special Meetings:** Special meetings of the Voters' Assembly may be called by the president or the Grace Advisory Board or by request of seven (7) or more confirmed members to the

president or Grace Advisory Board. The agenda for any regular or special meeting of the Congregation shall be available at church the Sunday prior to the meeting.

4.9. **Proxy voting-** Proxy voting shall be allowed for extenuating circumstances, i.e., illness or other requirements that prevent attendance. Such proxies are to state the reason for non-attendance and should be signed and submitted in writing in a form of the Secretary's choosing to the Secretary or Church Office seventy-two (72) hours prior to the Voters' Assembly. Submission of a signed proxy is not a guarantee of acceptance. The Secretary shall announce the proxies and the Voters' Assembly retains the right to approve all proxies before conducting any business.

4.10. **Order of Business:** The order of business of Voters' Assembly meetings shall be at the discretion of the President. Robert's Rules of Order shall be applied as necessary.

ARTICLE 5. ELECTED REPRESENTATIVES OF CONGREGATION

The Elected Representatives of this congregation are president, vice-president, secretary, treasurer, and one congregational at-large representative.

5.1. **Representative Duties-** As part of their responsibilities, elected representatives of the Congregation are expected to attend all meetings of the Grace Advisory Board.

5.1.1. If **illness or other reasons** result in excess absences, the Grace Advisory Board, by majority vote, may request the officer to resign.

The duties of the Elected Representatives are as follows:

5.2. **A President** who shall

- ⊗ Be a voting member who has reached age 21, and shall have been a voting member for at least two years;
- ⊗ Preside at all meetings of the Voters' Assembly and of the Grace Advisory Board and call such meetings as necessary;
- ⊗ Be an ex officio member of all boards and neighborhoods (small groups);
- ⊗ Enforce the Constitution and Bylaws;
- ⊗ Perform the general duties as are common for the office, including such additional duties as may be directed by the Voters' Assembly from time to time.

5.3. **A Vice President** who shall

- ⊗ Be a voting member who has reached age 21 or more and shall have been a voting member for at least one year;

- ✘ Preside at meetings in the absence of the president;
- ✘ Participate actively in the programs of the church, and especially in planning further development;
- ✘ Be an ex officio member of all boards and neighborhoods.

5.4. A Secretary who shall

- ✘ Be a voting member who has reached the age of 18 or more, and shall have been a voting member for at least one year;
- ✘ Keep accurate minutes of the meetings of the Voters' Assembly and of the Grace Advisory Board for the permanent records of the Congregation;
- ✘ Perform other duties in keeping with this office including ensuring an up-to-date list of voters and determination of a quorum.
- ✘ Handle such correspondence as the Congregation may require.

5.5. A Treasurer who shall

- ✘ Be at least 18 years of age, and a voting member for at least two years;
- ✘ Pay all bills authorized by the Grace Advisory Board and Voters' Assembly;
- ✘ Keep and preserve the accurate records of all receipts and disbursements and submit a written report at all regular meetings of the Voters' Assembly;
- ✘ Submit all records of financial transactions for a Financial Review at the request of the Grace Advisory Board. Note that all records of financial transactions remain the property of the congregation.

5.6. A Congregational Representative who shall

- ✘ Be at least 18 years of age, and be a voting member for at least one year;
- ✘ Represent the Congregation on the Grace Advisory Board;
- ✘ Assist in interpreting and communicating the mission and vision of the congregation to the members;

5.7. Terms of Office - Elected Representatives shall serve for a term of two years. No one shall serve more than two (2) full successive terms in an elected position without a break of at least one year.

5.8. Nomination of Elected Representatives –

5.8.1. The Vice President of the Congregation shall annually assemble a **Nominating Committee** whose responsibility will be to develop a slate of candidates for elected positions.

5.8.2. **The committee shall contain a majority** who are not Grace Advisory Board members, shall function for no more than one year, and shall submit the slate to the election meeting of the Voters' Assembly.

5.8.3. The Senior Pastor shall be a **non-voting member** of the Nominating Committee.

5.8.4. **All nominees to congregational offices** shall be Voting Members noted for their Christian knowledge, zeal, and experience in the spiritual work in the Kingdom. The Nominating Committee, in identifying suitable candidates, shall communicate to a potential candidate the specific criteria for the office being sought and secure acknowledgement from the potential candidate of the same.

5.8.5. **The slate of candidates** must be completed and received by the Congregation President one month (30 days) before the scheduled Voters' Assembly meeting at which the election takes place.

5.8.6. In addition to the Nominating Committee's slate of candidates, **any Voting Member may nominate a candidate(s)**. An individual Voting Member pursuing a candidate's nomination is under the same obligations of the Nominating Committee as outlined in section 7.8.4. Such nominations must be received 14 days prior to the Voters' Assembly.

5.8.7. **Those elected by the Voters** may not receive compensation from the congregation.

5.9. **Election** - Nominees receiving a majority of the ballots cast at the Voters' Assembly shall be elected.

5.10. **Vacancy** - The Grace Advisory Board shall be authorized to appoint a person to fill an unexpired term of any elected position. If the President is unable to complete his/her term, the Vice President will become the President, and a new Vice President will be appointed to fulfill the term.

ARTICLE 6. CORPORATE OFFICERS

6.1. **The President, Vice President, Secretary and Treasurer** are designated as the Corporate Officers.

6.2. **The President** upon authorization of the Grace Advisory Board, is empowered to execute any and all legal proceedings on behalf of Grace Evangelical Lutheran Church or appear at any legal proceeding on behalf of the Church.

6.3. **Any legal document** shall be signed by the President and attested to by the secretary (or treasurer if the secretary is unavailable).

6.4. **If the President is unavailable** when needed to perform these functions, the Vice President shall perform them.

ARTICLE 7. GRACE ADVISORY BOARD

The Grace Advisory Board shall have the authority to act on behalf of the Congregation between meetings of the Voters' Assembly. That authority is limited by the decisions of the Voters' Assembly and by the Constitution and Bylaws. Consequently, any decision of the Grace Advisory Board may be appealed to the Voters' Assembly.

7.1. Membership- The Grace Advisory Board shall consist of the following elected positions: President, Vice-president, Secretary, and one (1) congregational representative. Additionally, one (1) leader representing each of the Ministry Boards are members. The Pastor(s) shall serve as an ex officio member.

7.2. Term of Office The term of office shall be 2 years. Members shall serve no more than two (2) full successive terms in that position without a break of at least 1 year.

7.2.1. Elections for President, Vice President and Representative shall be held in even-numbered years.

7.2.2. Elections for Treasurer and Secretary shall be held in odd-numbered years.

7.3. Meetings- The Grace Advisory Board shall meet as frequently as necessary, but at least every other month throughout the year. All meetings shall be open to all members of the congregation. The time and location of all meetings shall be announced at a regularly scheduled public service at least 48 hours in advance or in the regular publications of the parish. The President shall call meetings of the Grace Advisory Board as necessary, or at the request of three or more members of the Grace Advisory Board.

7.4. Quorum- A quorum shall consist of 55 percent of the Grace Advisory Board members. Decisions shall be by majority vote. *Robert's Rules of Order* shall be applied as necessary.

Board Leader Absence- In the event a Ministry Board leader is unable to attend an Advisory Board meeting, he or she may appoint another person from the represented team to substitute, having both voice and vote.

ARTICLE 8. GRACE MINISTRY BOARDS

The structure of the Christian life is both personal—a person is called by Jesus Christ to follow—and communal, for each person is called to life together with other Christians. To facilitate the ability of individual men and women to grow as followers of Jesus and to provide structure to the common life of the congregation, ministry boards shall exist to provide training, support, education, and leadership

as is required to ensure the fulfillment of the congregation's mission and vision. There will be three
(3) Grace Ministry Boards:

8.1. Discipleship Board – This Ministry Board is committed to

8.1.1. Making disciples by teaching men and women how to Walk the Way of GRACE. This teaching responsibility includes core classes intended to help learners understand the congregation's vision and mission and to grow as participants in the congregation's shared life, such as the *Discover* series;

8.1.2. Encouraging servant ministry by training persons in the key habits of discipleship: prayer, study of the Scriptures, generous living and sharing community through confession and forgiveness;

8.1.3. Facilitating the movement of men and women from visitor to committed discipleship to Jesus Christ through encouragement, engagement, and instruction;

8.1.4. Creating and supporting neighborhoods or subgroups for specific ministry functions such as the care of baptized children, confirmation, and other youth ministries.

8.2. Servant Board – This Ministry Board is committed to

8.2.1. Supporting the neighborhoods of the church by providing any needed resources for learning, service or mutual care;

8.2.2. Assisting in the formation of new neighborhoods that fulfill the mission and vision of the congregation, especially by identifying, teaching and mentoring persons who are interested in leading neighborhoods;

8.2.3. Caring for neighborhood leaders by coaching and supporting leaders in their group tasks; encouraging growth in the areas of prayer, ministry tasks/goals, mutual care, and study of the Word; and providing ongoing training in key leadership topics and competencies.

8.3. Resource Board – This Ministry Board is committed to

8.3.1 The stewardship of the church's assets. These assets are defined as the financial, physical, and related gifts that God has placed in the care of the parish. Specific areas of responsibility include: the financial responsibilities of the congregation, managing and coordinating office staff and activities, caring for the physical plant/facilities, and supporting other teams with needed materials or resources.

8.3.1 Supporting the Grace Advisory Board with any reports needed

8.3.3 Supporting other teams with needed materials or resources

- 8.3.4 **The Treasurer** as a part of this team to support the board's financial and facilities oversight.
- 8.4 The Boards will consist of **members committed** to the mission and vision of Walking the Way of GRACE. The boards may establish subcommittees or neighborhoods to support the mission and ministries of the board.
- 8.5 **Participation and Service-** Any of the three membership categories may serve on a Board. No member may serve on two or more Boards. If at any time, there are not at least two members serving on a specific board or subcommittee the ministry will be suspended until this is no longer the case.
- 8.6 **Grace Advisory Board Representation**
- 8.6.1 **Each Ministry Board** will elect a leader; this person will also serve as a member of the Grace Advisory Board.
- 8.6.2 **As part of their responsibilities,** Ministry Board leaders are expected to attend all meetings of the Grace Advisory Board.
- 8.7 **Duties** - Each Board will set annual goals, monitor the appropriate neighborhoods or subcommittees, provide minutes and reports to the Grace Advisory Board, and assist in providing education, training, and/or resources to ensure the fulfillment of the congregation's mission and vision.

ARTICLE 9. SPECIAL FUNDS

- 9.1. **Gifts, Bequests and Endowments-** Grace Lutheran Church, at the direction of the Grace Advisory Board, may accept gifts, bequests or contributions (from estates, living wills, IRA's and similar sources). Unrestricted gifts will be disbursed at the Board's discretion to the General Fund, designated funds, or other places of ministry need.
- 9.2. **Restricted Gifts-** Gifts restricted by the donor or estate are subject to review by the Grace Advisory Board for compatibility with the congregation's mission, vision and core values. If compatibility of purpose is accepted, the Board will establish a Special Fund to manage such a gift.
- 9.3. **Trustees-** Special Fund Trustees shall be appointed for the management and use of all Special Funds to ensure faithfulness to the goals and associated restriction(s) of the Special Funds. The number of trustees shall be four (4), one of whom shall be appointed from the membership of the Grace Advisory Board. The remaining three (3) are to be members of the Voters' Assembly nominated by the President and approved by the Grace Advisory Board. They will serve for staggered terms of three (3) years.

ARTICLE 10. AMENDMENTS

These Bylaws may be amended, in accordance with the provisions of Article 11 of the Constitution of this Congregation

ARTICLE 11. AUTOMATIC REVIEW

These Bylaws shall be reviewed every seven years, under the direction and authority of the Grace Advisory Board, which shall advise the Voters' Assembly of any recommendations for action.

ARTICLE 12. ADOPTION

These Bylaws revised and revisions accepted by vote of the Voters' Assembly on July 10, 2022.