

BYLAWS

ARTICLE 1: CONGREGATIONAL ORGANIZATION AND POWERS

- 1.1 The congregation is organized as a religious corporation. The following powers are the expressly reserved enumerated powers of the congregation through the voting membership and shall not be delegated.
 - 1.1.1 The decision to call or to remove a minister of religion ordained.
 - 1.1.2 The decision to call or to remove a tenured minister of religion commissioned.
 - 1.1.3 The election and decision to remove a member of the Board of Directors – hereafter called the Board.
 - 1.1.4 The purchase, sale, or other disposition of real property. Real property is defined as land, fixed improvements and construction of fixed improvements in excess of \$100,000.
 - 1.1.5 The excommunication of a member of the congregation.
 - 1.1.6 The decision to merge or dissolve the church.
 - 1.1.7 The decision to merge or dissolve the school ministry.
 - 1.1.8 The amendment of this Constitution and the Bylaws.
- 1.2 Other than the above expressly reserved enumerated powers of the congregation through the voting membership, the congregation delegates its power to manage and administer its internal and external affairs to the Board as outlined in Article 3.
- 1.3 Any power delegated to the Board shall be subject to review, revision or revocation by the voting membership through the amendment process provided by these Bylaws in section 8.4.2.
- 1.4 All activities of the congregation shall be regulated and all controversies, doctrinal or otherwise, which may arise within the congregation, shall be resolved on the basis of Holy Scripture and the Lutheran Confessions. Any decision made to the contrary shall be null and void.

ARTICLE 2: MEMBERSHIP

- 2.1 The membership of this congregation includes Baptized Members, Communicant Members, and Voting Members.
 - 2.1.1 **Baptized Members:** those members who have been baptized into the Name of the Triune God, including the children on the membership rolls who have not yet confirmed their baptismal vows.
 - 2.1.2 **Communicant Members:** those who:
 - are baptized into the Name of the Triune God;
 - accept all canonical books of the Old and New Testament as the only divine rule and standard of faith and life;
 - are familiar with Luther's Small Catechism and declare their acceptance of it;
 - are not members, affiliated, or supporters of organizations conflicting with the Word of God;
 - 2.1.3 **Voting Members:** all communicant members who have reached their eighteenth year shall be entitled to vote.

2.2 **Responsibilities of Communicant Members:**

- attend divine services faithfully;
- strive to lead Christian lives and not live in manifest works of the flesh (Gal. 5:19-21)
- partake of the Lord's Supper frequently;
- contribute regularly and faithfully, as God has prospered them, toward the building of Christ's Kingdom in the congregation and throughout the world;
- if they have the parental care of unconfirmed children, commit such children to the parochial school of the congregation, or otherwise to provide for their proper training in pure Christian Doctrine;
- devote their time, talents, and Spiritual gifts to the extension of the Kingdom of God;
- permit themselves to be fraternally admonished and corrected when they have erred according to Matthew 18:15-20.

2.3 **Acceptance into Communicant Membership**

- 2.3.1 All those desiring to become communicant members of the congregation shall be instructed in a manner that qualifies them for communicant membership as defined herein.
- 2.3.2 An applicant from another LCMS congregation shall submit a letter of transfer from his or her former congregation.
- 2.3.3 After an applicant has given satisfactory evidence of his or her eligibility in accordance with this subsection, the Senior Pastor shall approve such persons into membership.

2.4 **Termination of Membership**

- 2.4.1 The Senior Pastor shall terminate an individual's membership for one of the following reasons:
- Death;
 - Personal request of the member for transfer of membership to another church;
 - Personal request of the member for release from membership;
 - "Location unknown" for a period of one year or longer;
- 2.4.2 The Senior Pastor shall terminate an individual's membership for reasons of self-exclusion as follows:
- 2.4.2.1 When a member of the congregation has not attended worship services or communed for at least twelve (12) consecutive months, after investigation or after admonition and encouragement to do so, the member shall be considered self-excluded and considered as a person to be loved and sought after if not connected with any other Christian church.
- 2.4.2.2 If said member is considered self-excluded, the individual shall be notified of such action by certified mail and shall be declared to have excluded himself or herself from the congregation.
- 2.4.2.3 Such self-exclusion releases the individual from all responsibilities and privileges to this congregation.
- 2.4.2.4 Such an individual shall, however, at all times be cordially welcome to attend worship services and to seek restoration to membership in the congregation.
- 2.4.3 Excommunication is to be applied to any member who conducts himself or herself in an un-Christian manner and is impenitent after proper admonition is given according to and in the spirit of Matthew 18:15-20. Such impenitent un-Christian conduct includes but is not limited to openly adhering to false doctrine, evidencing an immoral life, or willfully disparaging and despising the preaching of the Gospel and the Lord's Supper.
- 2.4.3.1. The Senior Pastor shall administer church discipline on behalf of the congregation, and if necessary, recommend to the congregation the excommunication of a member.

2.5 Restoration of Membership

- 2.5.1 For a person who has been removed from membership for reasons of self-exclusion or excommunication, the Senior Pastor shall restore said person with all rights and privileges of communicant membership when said individual meets the requirements of membership as defined herein.

ARTICLE 3: BOARD OF DIRECTORS

- 3.1 The Board shall be comprised of between seven (7) and nine (9) members who meet the qualifications below, elected at a Voters' Assembly.
- 3.1.1 The members of the Board shall be communicant members of the congregation for at least one (1) year prior to assuming a position on the Board.
- 3.1.2 The members of the Board shall not be ministry staff members or employees of First Good Shepherd Evangelical Lutheran Church of Las Vegas, NV, Inc.
- 3.1.3 Any additional qualifications stipulated in Board policies.
- 3.2 Board members shall not receive compensation from the congregation for serving on the Board, shall not engage in any self-dealing or transactions with any of the church's funds, and shall avoid conflicts of interest as stipulated in Board policy.
- 3.3 Board members shall have a term of office of three (3) years, renewable for two additional consecutive terms.
- 3.3.1 If appointed to fill a vacancy, such a Board member may not stand for re-election if another term would extend that Board member's service to more than ten (10) years.
- 3.3.2 Board member terms shall be staggered to assure continuity of service and experience on the Board.
- 3.3.3 The term of office of Board member shall commence as of July 1, following such individual's election.
- 3.4 A quorum shall consist of the President or an officer designated by the President with a majority of Board members.
- 3.5 The Board shall meet at least four times each year at a place determined by the President, with such meetings held in accordance with any applicable state law.
- 3.5.1 The time and place of each regular meeting of the Board shall be published in a church publication and announced at all services not less than five (5) days prior to each meeting.
- 3.5.2 The President, any three (3) other Board members, or the Senior Pastor, may call a special meeting of the Board by notifying Board members of the time and place of such meeting no less than five (5) days prior to such meeting.
- 3.5.3 A copy of the minutes of all meetings of the Board shall be retained in the church office and may be read by any member.
- 3.6 Through policy, the Board shall delegate to the Senior Pastor any Board powers delegated by the Congregation to accomplish its responsibilities in such manner as it shall deem fit and proper.
- 3.6.1 In order to exercise the powers and to accomplish the responsibilities entrusted to it by the congregation, the Board shall develop, maintain, and enforce the following sets of policies which shall be available to the congregation:
- 3.6.1.1 Ends policies delineating the intended results to be achieved for the intended recipients for a certain value, cost or priority;

- 3.6.1.2 Board Governance Process policies which include but are not limited to Board member responsibilities and qualifications and Board committee responsibilities;
 - 3.6.1.3 Senior Pastor Limitations policies which establish prudence and ethics limits regarding the means he may use to achieve the Ends;
 - 3.6.1.4 Board-Senior Pastor Delegation policies which establish the authority and roles of the Board and Senior Pastor and the relationship between the Board and the Senior Pastor. This set of policies shall include but is not limited to the Board's manner of delegating to the Senior Pastor, the Senior Pastor's accountability to the Board, and the means by which the Board monitors the Senior Pastor's accomplishment of the Ends.
- 3.7 The Board shall exercise, in accordance with the Bylaws, those powers and responsibilities entrusted to it by the congregation.
- 3.7.1 The Board shall seek input from the congregation in the development and review of the Ends.

ARTICLE 4: BOARD OFFICERS

- 4.1 The officers of the Board shall consist of a President, Vice-President, Secretary and Treasurer.
- 4.1.1 The officers shall be elected by the Board from among the Board members.
 - 4.1.2 The President shall be accountable for the integrity of the Board's process as further outlined in Board policies.
 - 4.1.3 The Vice-President shall perform the duties of the President in the President's absence, upon the President's disability, at the President's request, or in case of a vacancy in the office of President.
 - 4.1.4 The Secretary shall ensure the integrity of the Board's documents.
 - 4.1.5 The Treasurer shall assume the responsibilities delegated by the Board in its Governance Process policies.

ARTICLE 5: BOARD COMMITTEES

- 5.1 The Board shall establish a Call Committee for the purpose of calling a Senior Pastor as needed. This committee shall include as voting members no more than five (5) Board members and no more than four (4) other communicant members appointed by the Board. The Call Committee shall consist of an odd number of voting members not to exceed nine (9).
- 5.2 The Board shall annually appoint a Nominating Committee of at least five (5) voting members of the congregation.
- 5.2.1 This committee shall at a minimum consist of the Vice-President, three (3) other members of the Board, and one (1) member of the congregation not currently serving on the Board.
 - 5.2.2 The Senior Pastor shall serve as a non-voting ex officio member of this committee.
 - 5.2.3 The Vice President shall serve as the chairperson of this committee.
 - 5.2.4 The Committee shall nominate individuals to serve on the Board, consistent with any further Board policy.
- 5.3 The Board may appoint additional committees it considers necessary to assist it in fulfilling its governance responsibilities.

ARTICLE 6: ELDERS

- 6.1 Elders shall meet the primary Biblical qualifications as outlined in I Timothy 3:1-7 and Titus 1:5-9 and any other practical criteria as delineated by the Board in its policies.
- 6.2 Elders shall be appointed by the Senior Pastor.
- 6.3 The Elders shall assist the Senior Pastor in providing spiritual care, with specific responsibilities determined by the Senior Pastor.

ARTICLE 7: ENDOWMENT FUND

- 7.1 The congregation shall have an Endowment Fund. The Fund shall be called First Good Shepherd Evangelical Lutheran Church Endowment Fund.
- 7.2 The Fund's purpose shall be to receive gifts and bequests and to use them for the mission and ministry of First Good Shepherd Evangelical Lutheran Church, and the Lutheran Church-Missouri Synod, its Districts, seminaries, colleges, institutions and/or agencies.
- 7.3 Both the principal and income from unrestricted gifts and bequests to the Fund are to be used in accordance with policies established by the Board, provided the uses, projects, and programs will be consistent with the general purpose for which this Fund has been established.
- 7.4 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 or accumulation of the income, provided that such gifts and bequests are acceptable in accordance with policies established by the Board.
- 7.5 The Fund will continue in existence and be used as herein provided so long as the congregation will continue to exist. If the congregation should cease to exist, then the assets constituting the Fund when the congregation ceases to exist will become the property of a successor Lutheran Church or, if no successor Lutheran Church, then it will become the absolute property of the District of the Lutheran Church-Missouri Synod in which the congregation holds membership.
- 7.6 The Board shall establish policies as may be necessary for the operation of the Fund including those regarding the raising of funds for, the acceptance of gifts and bequests to, and the use of gifts and bequests made to the Fund subject to the overall purpose noted herein.
- 7.7 The Board shall establish policies as may be necessary for the investment of and accounting for any funds and assets of the Fund.

ARTICLE 8: MEETINGS OF THE CONGREGATION

- 8.1 **Definitions:** A meeting of the congregation where the agenda calls for voting to occur shall be referred to as a Voters' Assembly. Any other meeting shall be referred to as a Congregation Information Meeting. A special meeting is any meeting of the congregation other than the annual Voters' Assembly, and may be either a Voters' Assembly or a Congregation Information Meeting.
- 8.2 **Annual Voters' Assembly**
 - 8.2.1 The congregation shall hold a Voters' Assembly at least once each calendar year.
 - 8.2.2 The date and hour of the meeting shall be set by the Board and publicized at least two weeks prior to the meeting by news letter, and bulletin.

8.2.3 The notification shall contain an agenda of items to be considered. This agenda shall include, but is not limited to reporting on the Ends, Financial Report, and Elections.

8.3 Special Meetings

8.3.1 The Board, the President of the congregation, the Senior Pastor, or any twenty-five (25) communicant members of the congregation, by written request to the Secretary of the congregation, may call a special meeting of the congregation provided that proper notification is given.

8.3.2 The time and place of a special meeting shall be published in the news letter, bulletin and announced at each service not less than two (2) weekends prior to such meeting, and the notification shall contain an agenda of items to be considered.

8.3.3 No agenda items may be added once notification of any special meeting is publicized.

8.4 Quorum, Voting and Minutes

8.4.1 Whenever a Voters' Assembly has been properly called, 10% of the number of voting members of the congregation constitutes a quorum.

8.4.2 All decisions including amending the Bylaws, shall be by majority vote of the voting members present with the exception of the following which shall be decided by two-thirds majority vote of the voting members present:

- the amendment of the Constitution,
- the amendment of the Bylaws,
- the removal of a minister of religion ordained,
- the removal of a tenured minister of religion commissioned,
- the removal of a member of the Board,
- the merger or dissolution of the church,
- the merger or dissolution of the school ministry, and
- the conformity to the confessional standards in the Constitution Article 3 if challenged.

8.4.3 A copy of the minutes of all Voters' Assemblies shall be retained in the church office and may be read by any member.

ARTICLE 9: REMOVAL OF CERTAIN CALLED WORKERS AND ELECTED BOARD MEMBERS

9.1 Sufficient grounds for removal of any called minister of religion ordained or tenured minister of religion commissioned shall be any of the following:

- persistent adherence to false doctrine,
- scandalous life,
- willful neglect of official duties,
- evident and protracted incapacity, or
- evident and protracted incompetency to perform the functions of the office to which the individual has been called.

9.1.1 Charges on any of these counts shall be investigated by the Board.

9.1.1.1 The Board shall charge the Board President, Vice-President, Secretary, and two Board members appointed by the Board to serve as the Board's investigative committee. This investigative committee shall choose its Chair.

9.1.1.2 The Board shall appoint other persons as needed to serve as non-voting advisors to this investigative committee.

9.1.1.3 Investigation of these matters shall be in consultation, if required, with the appropriate representative of the District of The Lutheran Church-Missouri Synod to which the congregation belongs.

9.1.2 If such investigation provides clear and substantiated evidence supporting such a charge and after consultation, with the District of the Lutheran Church-Missouri Synod to which the congregation belongs, the Board shall notify the congregation of the matter and submit the matter for action at a Voters' Assembly meeting.

9.2 Sufficient grounds for removal of any elected member of the Board shall be the following:

- persistent adherence to false doctrine,
- scandalous life,
- willful neglect of official duties,
- evident and protracted incapacity, or
- evident and protracted incompetency to perform the functions of the office to which the individual has been elected or appointed.

9.2.1 Charges on any of these counts shall be carefully investigated by the Board.

9.2.1.1 The Board shall appoint five (5) communicant members which may or may not be Board members to serve as the Board's investigative committee. This investigative committee shall choose its Chair.

9.2.1.2 The Board shall appoint other persons as needed to serve as non-voting advisors to this investigative committee.

9.2.2 If such investigation provides clear and substantiated evidence supporting such a charge, the Board shall notify the congregation of the matter and submit the matter for action at a Voters' Assembly.

ARTICLE 10: INDEMNIFICATION

10.1 The congregation shall procure insurance in order to defend as well as to indemnify or to pay on behalf of the congregation and any individual who is or may be a party of any proceeding other than a proceeding by or in the right of the congregation, because of his/her position as a Board member, officer, called minister of religion (ordained or commissioned) or employee of the congregation, against liability incurred in the proceeding if:

- (a) he/she did not knowingly act contrary to policies or procedures of First Good Shepherd Evangelical Lutheran Church of Las Vegas, NV, Inc.
- (b) he/she acted in good faith belief that his/her actions were in the best interests of the congregation, or in the case of any criminal proceeding that he/she had no reasonable grounds to believe his/her conduct was unlawful.

10.2 Any person seeking indemnification shall, as soon as reasonably possible, notify the Board of any circumstances which may give rise to claim, and further agree to cooperate in the defense of such claim.