

BYLAWS
FIRST GOOD SHEPHERD EVANGELICAL LUTHERAN CHURCH
LAS VEGAS, NEVADA

January 20, 2019

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PREAMBLE

God requires that a Christian Congregation conform to His divine Word in doctrine and practice [Ps. 119:105; Matt. 28:18—20; Gal. 1:6—8; 2 Tim. 4:1—5] and that all things be done decently and in order [I Cor. 14:40]. Therefore we, the members of First Good Shepherd Evangelical Lutheran Church of Las Vegas, Nevada, accept and subscribe to the following Bylaws, in accordance with which all spiritual and material affairs of our Congregation will be governed.

BYLAWS

ARTICLE I - NAME

The name of this Congregation and corporation will be “First Good Shepherd Evangelical Lutheran Church of Las Vegas, Nevada”. Wherever the word “Congregation” is used in these Bylaws, it refers to and is synonymous with the words “Religious Corporation”.

ARTICLE II - CONFESSION OF FAITH

This Congregation accepts and acknowledges:

- A. All the canonical books of the Old and New Testaments, as the revealed word of God.
- B. The collective Symbolical Books of the Evangelical Lutheran Church, as the rule and standard with which, because they are taken from the Word of God, all doctrine in the Congregation must accord, and according to which all doctrinal and religious controversies must be decided and regulated. The Symbolical Books are: The Three Ecumenical Symbols; the unaltered Augsburg Confession; the Apology for the same; the Smalcald Articles; the two Catechisms of Luther, and the Formula of Concord, AD 1580.

ARTICLE III - PURPOSE

The purpose of this Congregation is to proclaim the honor and glory of God, to carry out His will, to manifest the unity of our faith in Jesus Christ as God and Savior, to spread the kingdom of God, and to foster Christian fellowship and love by the preaching of the Word of God, by the administration of the Sacraments, and by the religious instruction of all its members according to the confessional standard of the Evangelical Lutheran Church, [Article II].

ARTICLE IV - MEMBERSHIP

The membership of this Congregation includes the following:

- A. Baptized Membership:
 1. Definition. Baptized members are all members, regardless of age, who have been baptized in the name of the Triune God and who are under the spiritual care of the pastor(s) of this Congregation, including the children who have not yet confirmed their baptismal vow.

2. Reception. Baptized members are received through the Sacrament of Holy Baptism, through transfer, or with the consent of one or both parents or guardians in the case of children who have been baptized in another Christian Congregation.
3. Duties. Baptized members will conform their lives to their baptismal vow.
4. Termination. Baptized members who have not been received as communicant members will have their membership terminated for the same reasons that a communicant membership is terminated whenever these reasons are applicable.

B. Communicant Membership:

1. Definition. Communicant members are those baptized members who have been confirmed in the Lutheran faith, accept the doctrinal standards of Article II of these Bylaws, are familiar-with the contents of Luther's Small Catechism, and who are not members of organizations whose principles and conduct conflict with the Word of God and Evangelical Lutheran Church doctrine as defined by Article II.
2. Reception. Communicant members are received through the rite of confirmation, by transfer from another Lutheran Church Missouri Synod Congregation, upon profession of faith or by reaffirmation of faith, provided they conform to the requirements for membership in this Congregation. The Elders will recommend approval or denial of membership to the Church Council for review and final vote.
3. Duties. Communicant members will attend divine services faithfully, strive to lead Christian lives and not live in the manifest works of the flesh (Gal. 5:19-21), partake of the Lord's Supper frequently, exercise faithful stewardship of God's gifts by contributing regularly and faithfully as God has prospered them toward the building of God's Kingdom at First Good Shepherd and throughout the world, devote their time, talents and spiritual gifts to the extension of the Kingdom of God at First Good Shepherd, and impart and accept fraternal admonition with compassion as the need becomes apparent in accordance with Matt. 18:15-20.
4. Termination. Communicant members in good standing will be transferred by the pastor(s) to another LCMS Congregation upon their request. Such transfer will be reported to the Elders at its next meeting.

- a. Members who move out of the community and thereby become inactive will be encouraged by the Elders to transfer their membership to a LCMS Congregation nearer to them.
- b. Communicant members who join Congregations outside of our fellowship will have their membership recommended for termination by the Elders to the Church Council for final review and vote.
- c. Communicant members whose whereabouts are unknown and whose addresses cannot be established by the Elders, will be documented. After all efforts including certified mailing with receipt, the Elders will recommend termination of membership to the Church Council for final review and vote.
 1. This would include verification of a communicant member's death
 2. It would also include any communicant member who has not attended worship or communed for at least twelve (12) consecutive months, after compassionate admonition and encouragement to do so has been done by both the Senior Pastor and the Elders.
 3. This does not apply to communicant members who are not able to attend worship services or commune due to no fault of their own such as people in the military, work schedule conflicts, long term health issues, etc.
- d. If any communicant member is to be considered self-excluded, the individual must be notified of the specific(s) of such action by the Elders via certified return receipt mail.
 1. Such self-exclusion releases the individual from all responsibilities and privileges to First Good Shepherd.
 2. Such an individual will, however, always be cordially welcomed to attend worship services and to seek restoration to full membership rights of First Good Shepherd.
 - a. Each request will be decided on a case by case basis upon review of all circumstances involved by the Elders who will recommend their reception back into membership with all the rights and privileges of communicant membership of

First Good Shepherd to the Church Council for final review and vote.

e. Communicant members who conduct themselves in an unchristian manner will be admonished according to Matthew 18:15-20. If they remain impenitent after proper admonition, they will be considered for excommunication. Each case will be recommended by the Elders and presented individually to the Congregational Assembly for action. A two-thirds vote by the voters present is required to excommunicate a person from the Congregation. See Article V, paragraph E for excommunication requirements. If the member deliberately absents himself from the meeting at which his case is to be discussed, or in some other manner makes it impossible to deal with him, he thereby excommunicates himself.

C. Voting Membership: All communicant members who have reached the age of 18 years are considered voting members of the Congregational Assembly. Confirmed members under 18 years old are encouraged to attend Congregational Assembly meetings and participate in the general conduct of the meeting.

ARTICLE V - CONGREGATIONAL ASSEMBLY

- A. The voting membership of the Congregation will constitute the Congregational Assembly.
- B. Regular meetings of the Congregational Assembly will be held during the months of March, June, September and December. The times and dates of the Congregational Assembly meetings will be set by the Church Council.
- C. Notice of the time and place of a Congregational Assembly will be announced at all church services, placed in the weekly bulletin, and be sent via e-mail to members who have provided their e-mail at least two (2) weeks prior to the date of the meeting, and be printed in the newsletter (if a newsletter exists).
- D. Special meetings of the Congregational Assembly may be called by a majority of the voting members of the Church Council, or upon the written request of 40 or more of the voting membership, documented by voting member's name and signature. A notice of the time and place of a special Congregational Assembly and its purpose will be announced at all church services, placed in the weekly bulletin, sent in email and appear in the weekly newsletter at least two (2) weeks prior to the date of the special meeting.

- E. Ten (10) percent of all voting members will be required for a quorum. A majority vote is required to do regular business at Congregational Assembly, except for the following actions:
1. A two-thirds vote of members present is required for amending the Constitution and Bylaws; the decision to merge or dissolve the school ministry; for the purchase, lease or mortgage of real property; for the erection of buildings; for excommunication; or for the removal from office of a called pastor or a called teacher.
- F. A copy of the minutes of all Congregational Assemblies shall be retained in the church office and may be read by any member. Minutes shall also be made available to the Congregation by copies placed in the Church narthex, and shall also be emailed.

ARTICLE VI - POWERS OF THE CONGREGATION

- A. This Congregation, as a body and in accordance with its divine right, will have supreme power in the administration of all Congregational affairs, including the right of calling, electing, and removing a pastor, a teacher (s), as well as officers of the Congregation.
- B. The Congregation may call or contract additional ministry professional personal such as, but not limited to, Deacon, Deaconess, Director of Christian Education (DCE), Church Musician (s), Vicar and/or youth worker.
- C. The following powers are the expressly reserved enumerated powers of the Congregation through the voting membership and shall not be delegated.
1. The decision to call or to remove a minister of religion ordained.
 2. The decision to call or to remove a tenured minister of religion commissioned.
 3. The election and decision to remove a member of the Church Council.
 4. The purchase, sale, lease or other disposition of real property. Real property is defined as land, fixed improvements and construction of fixed improvements in excess of \$50,000.
 5. The excommunication of a member of the Congregation.
 6. The decision to merge or dissolve the First Good Shepherd Lutheran Church.

7. The decision to merge or dissolve the school ministry.

8. The amendment of the Constitution and the Bylaws.

D. 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.

ARTICLE VII - OFFICE OF PASTOR

A. The Congregation will call and be served by pastors who are ordained and admitted to their ministries in accordance with the rules and regulations set forth in the Bylaws of The Lutheran Church-Missouri Synod.

B. The office of pastor in this Congregation will be committed to a person who agrees with Article II of these Bylaws, to which he is to bind himself in accepting the call.

C. Purpose. To serve First Good Shepherd by providing a balanced ministry of preaching in all that we do including the school, teaching, pastoral care and organizational leadership to the Congregation, and to enable the church and school to grow to its full potential.

D. Responsibilities. Provides vision for the Congregation and all its entities as it seeks to provide dynamic ministry for the members of First Good Shepherd.

1. Plans and leads worship services, encourages spiritual development through regular Bible classes and confirmation classes
2. Provides support and pastoral care in times of need including visits to hospitals, nursing homes and shut-ins.
3. Responsible for official acts such as Baptism, Confirmation, weddings and funerals.
4. Supervises, supports and guides all staff members, called and contracted, in their work and ministry so that there is unity and consensus centered on the vision of the Congregation.

5. Keeping in mind that the Holy Spirit comes through the Word and Sacraments, he works with the elected Church Council of First Good Shepherd to build unity on a common vision for the Congregation which is built around doctrine.
6. Administratively, attends Elders and Church Council meetings providing written and/or oral reports as requested, maintains a minimal number of office hours weekly which are posted for communicant members of First Good Shepherd along with his assigned days off.

E. A Confidential Performance Evaluation will be conducted annually, including a self-evaluation, conducted by the Elders and referred to the Church Council for final review and vote, to ensure all the following roles are being fulfilled: Preacher, Priest, Shepherd, Teacher, Evangelist, Administrator, and Christian Model.

1. To ensure confidentiality the elected President and Chairman of the Elders will meet with the Pastor to review this annual evaluation.
2. The elected President of the Council will sign as “President of the Church Council” the Chairman of the Elders will sign as “evaluator”, the Pastor shall sign as having received this evaluation and after this conference may respond with written commentary, rebuttal or recommendations for support necessary to accomplish such goals established in this evaluation. Any such response will be reviewed by the Elders with recommendation to the Church Council for final review and vote.
3. This evaluation shall be sealed and kept in a confidential file by the elected Secretary of the Church Council.

F. Examples of reasons for removing a pastor are:

1. A persistent adherence to false doctrine.
2. An inability to perform or willful negligence of his official duties.
3. A persistent, willful non-compliance with directives of the Church Council, Elders, and/or the Congregational Assembly.
4. A persistent un-Christian like conduct.

G. Removing a called pastor requires a two-thirds vote of the Congregational Assembly as defined in Article V.

ARTICLE VIII - OFFICE OF CHRISTIAN DAY SCHOOL AND PRESCHOOL TEACHER

- A. The Office of Teacher in the Congregation's Christian Day School will be conferred only on those teachers, or candidates, who agree with Article II of these Bylaws, to which they are to bind themselves in accepting the call or contract and who meet the requirements of the Nevada State Board of Education for a professional teaching credential.
- B. The privileges and duties of a teacher include: instruction in the principles of Christian faith and life as prescribed in Article II and in all subjects which, according to state law, can properly be embodied in our educational system. It will be the endeavor of each teacher to maintain in every respect an educational standard, at least equal to that of the public school if it conforms to Evangelical Lutheran Church doctrine as defined by Article II.
- C. The Church Council may also assign additional duties as necessary.
- D. Valid reasons for removing a called teacher will be the same as those noted for a pastor in Article VII. Removing a called teacher requires a two-thirds vote of the Congregational Assembly as defined in Article V.
- E. A contracted Day School or Preschool teacher can be removed by the Church Council.

ARTICLE IX - PROPERTY RIGHTS, SEPARATION AND DISSOLUTION

- A. If at any time a separation within the membership of First Good Shepherd Lutheran Church should take place, the advice of The Southwest District of the Lutheran Church Missouri Synod and of the Lutheran Church Missouri Synod will be sought. If, despite all efforts to resolve these differences in peace and love, and a division of the Congregation still exists because of differences in doctrine, the property of the Congregation and all benefits therewith connected shall remain with the majority of those members who continue to adhere to these Bylaws in their entirety and who continue to adhere to the Confessional Standard described in Article II, as determined by the Pacific Southwest District of the Lutheran Church Missouri Synod and of the Lutheran Church Missouri Synod.
- B. This Congregation cannot be dissolved, except by call of a Special Congregational Assembly. As long as three members present are opposed, this Congregation may not be dissolved.

- C. In the case of complete dissolution, all property of the Congregation will become the property of the District of The Lutheran Church Missouri Synod, in which the Congregation holds membership.
- D. If at any time a separation within the membership of First Good Shepherd Lutheran Church should take place, the property of the Congregation, and all benefits therewith connected, will remain with those members who continue to adhere to these Bylaws in their entirety.

ARTICLE X - ELECTED OFFICERS AND ELDERS

- A. The Congregation will elect the following:
 - 1. President
 - 2. Vice President
 - 3. Treasurer
 - 4. Secretary
 - 5. Minimum of Eight (8) Elders
 - 6. Four (4) members from the Congregation at large
- B. A Church Council will be established to conduct the normal business of the Congregation. At a minimum it will consist of:
 - 1. President
 - 2. Vice President
 - 3. Treasurer
 - 4. Secretary
 - 5. Chairman of the Elders
 - 6. Pastor(s)
 - 7. Four (4) members from the Congregation at large
- C. The Pastor (and all other FGSLC Pastors, if applicable) is/are ex-officio member (s) of the Church Council and do not have a vote. The Congregation may direct that other offices supporting the church's duties and activities as voting members on the Church Council. These may include but are not limited to Church Ministry Groups who may provide input to the Church Council such as Finance representative, Christian Day School/Preschool representative, Youth Ministry representative, Trustees representative, Altar Guild, and Lutheran Women's Missionary League.
- D. Only members of the Congregation 21 years of age or older are eligible to serve as elected officers or Elders of the Congregation.

- E. The right to elect any officer or to remove them from office is vested in the Congregational Assembly. Valid reasons for removal from office are the same as those noted for a pastor in Article VII, paragraph F.

ARTICLE XI - ELECTION OF OFFICERS AND ELDERS

- A. The Church Council will appoint a nominating committee in August. Members of the Congregation may serve on this committee which will be chaired by a member of the Church Council. At least one week before the elections, the nominating committee will make available to the Congregation a list of preferably two or more candidates for each office to be filled. Additional nominations may be made from the floor at the September meeting of the Congregational Assembly.
- B. The officers of this Congregation will be elected at the regular September meeting of the Congregational Assembly and will take office on the following first of October. A majority of the votes cast will be required for a candidate to fill an elected position. In the case that a majority vote for an office does not occur, the person receiving the least votes will be dropped out and another vote will be taken until a person receives a majority vote.
- C. All elected officers will be elected for two-year terms. The terms of the President and Treasurer will expire on even numbered years; the terms of the Vice-President and Secretary will expire on odd numbered years. The Elders will consist of a minimum of eight (8) Elders. Number of total Elders enough to adequately fulfill the duties of an Elder and meet the needs of the Congregation shall be recommended to the Church Council for final review and vote. Half of the members of the Elders and half of the at large Congregational members serving on the Church Council will be elected each year.
- D. An elected officer of the Congregation who has served two consecutive terms will not succeed them self for a third consecutive term in the same office. In the event that no successor has been elected or has qualified when the respective term expires, such officer may continue until a qualified successor is elected. At the discretion of the Congregational Assembly, Elders and the Treasurer may be considered for exemption from this limitation and serve multiple terms. If a full slate of officers is elected during the same year, those officers serving only one year may serve in that position for three years and be re-elected for another two-year term.
- E. Vacancies of elected positions which occur during the year will be filled by election at the regular or a special meeting of the Congregational Assembly.

F. Members of the Church Council shall be members of the Congregation for at least (1) year prior to assuming a position on the Council. The members of the Council shall not be ministry staff members or employees of First Good Shepherd Evangelical Lutheran Church.

ARTICLE XII - DUTIES AND QUALIFICATIONS OF OFFICERS, ELDERS, TRUSTEE, SCHOOL BOARD AND CHURCH COUNCIL

A. General duties of elected Council officers:

1. All officers are responsible primarily to the Congregation and secondarily to the Church Council.
2. Officers will comply with these Bylaws and act within the policies that have been laid down by the Congregational Assembly and the Church Council.
3. Officers will appoint committees from the Congregation, as needed, either for advice or to share their work or both. Resources outside the Congregation may be used when necessary for advice or completion of a task (i.e. audit, legal counsel, etc.).

B. Specific Duties/Qualifications:

1. President. It will be the duty of the President:
 - a. To preside over the regular and special meetings of the Congregational Assembly and the Church Council
 - b. To sign, as President for the Congregation, all contracts and other documents as required; and to see that all actions ordered by the Congregational Assembly and/or the Church Council, are carried out.
 - c. To perform other duties as assigned by the Congregation
2. Vice President. It will be the duty of the Vice-President:
 - a. The Vice President will assume the duties and the responsibilities of the President in his absence.
 - b. To perform other duties as assigned by the Congregation or President.

3. Secretary. It will be the duty of the Secretary:
 - a. To keep an accurate record of the letters, emails, resolutions, transactions and minutes of the Congregational Assembly and Church Council in documents appropriate for that purpose.
 - b. To ensure that all correspondence ordered by the Congregational Assembly or Church Council is completed.
 - c. To sign, as Secretary for the Congregation, all contracts and other legal documents.
 - d. To notify the proper officer of each action ordered by the Congregation.
4. Treasurer. The Treasurer is responsible for the finances of the Congregation and who's duty is:
 - a. With approval of the Church Council, appoint a Finance Committee which will consist of the Treasurer, a Financial Secretary and a Financial Bookkeeper.
 1. The Financial Secretary will supervise the counting of the offerings (accounts receivable), record the envelope offerings and provide an end-of-year letter to individuals requesting such for income tax purposes
 2. The Financial Bookkeeper will ensure all necessary payments, disbursements and salaries are made (accounts payable)
 - b. Ensure the financial procedures and records of the Congregation are handled in accordance with good financial and business practices.
 - c. Submit a statement of all receipts and expenditures at all regularly scheduled Church Council and Congregational Assembly meetings.
 - d. Prepare a Fiscal Year budget, July 1st to June 30th, to be submitted to the Church Council in May and to be submitted to the Congregational Assembly for adoption at the June meeting.
 - e. Keep a record of assets, liabilities, and the current financial condition of the Congregation.

- f. Prepare all necessary reports in accordance with State and Federal tax regulations.
 - g. Make necessary recommendations concerning the financial conditions of the Congregation.
 - h. Submit a complete annual statement of the financial condition of the Congregation at the regular September Congregational Assembly meeting.
 - i. The Treasurer, as an officer of the Congregation, will ensure an accurate account of all income, receipts and expenditures of the Congregation are kept and are available as required for accurate record keeping and audits.
 - j. Qualifications: In order to stand for election and serve, the Treasurer must have a verifiable financial background.
5. Elders. The Elders will concern itself with the spiritual health and welfare of the Congregation and its members, so they will:
- a. Serve as confidential advisor to the pastor(s).
 - b. Ensure the Pastor(s) and Ministry staff(s) needs are met, both temporally, physically and spiritually.
 - c. Kindly admonish members who are neglecting the means of grace or who fail to share in the support of Congregational endeavors.
 - d. Annually select its own chairman who will preside over their monthly meetings and will report appropriate recommendations to the Church Council regarding the reception of new members, peaceful release and the transfer of members.
 - e. Provide pastor(s) adequate pulpit and altar assistance.
 - f. Ensure every congregant member has an assigned Elder who shall regularly communicate with their assigned members of the Congregation. Including noting member's church attendance and use of the Sacraments.
 - g. Cultivate a spirit of harmony among the Congregation members.

- h. Make recommendations to the Church Council regarding public worship services of the Congregation.
 - i. Assist in the assimilation of new members into the Congregation.
 - j. Oversee ministry provided to the Congregation as “helping hands” in Jesus’ name to extend aid discreetly to fellow souls in need.
 - k. It is authorized to appoint other committees as necessary to carry out its duties, subject to approval of the Church Council.
 - l. Qualifications: In order to stand for election and serve as Elder, one must be an experienced member of the Lutheran Church Missouri Synod who is a male in good standing within the Congregation, and have a demonstrated devotion to the Word of God as outlined in I Timothy 3:1-7 and Titus 1:5-9 and any other recommendation of practical criteria as delineated by the Pastor and the Church Council.
6. Trustees. The Trustees will be appointed by the Church Council and are charged with the care and maintenance of church property, so they will:
- a. Supervise the work of the Trustee personnel and authorize the purchase of all equipment and supplies within the budget necessary for the proper up keep, maintenance and operation of the church
 - b. Make all improvements to the church property as authorized by the Congregational Assembly or Church Council.
 - c. Annually select its own chairman.
 - d. The chairman is authorized to appoint committees as necessary to carry out its duties, subject to approval by the Church Council.
 - e. Reports monthly to the Church Council of actions completed, future work to be done and makes known any type of large purchase items which will need future attention, so funds may be obligated accordingly.
 - f. A member of the Congregation under the age of 21 years may serve as an Associate Trustee and perform appropriate duties under the supervision of an appointed Trustee.

7. School Board. The School Board will be comprised of six (6) members appointed by the Church Council, to include two (2) parents, three (3) Congregational Members, and one (1) Christian Day School/Preschool representative who serves as ex officio non-voting member of the School Board.
 - a. The Board will be charged with the supervision of the Christian Day School/Preschool and to that end it will:
 1. Coordinate with the Church Council an oversight of the school.
 2. Recommend the curriculum for approval.
 3. Draft regulations for the preschool and submit them to the Church Council for review and approval.
 4. Strive to secure the enrollment of the children of the Congregation.
 5. Make every effort to maintain the highest standards in Christian Education.
 6. See that qualified candidates to fill a vacancy are identified and bring their names to Church Council for review and approval.
 7. Select a chairman annually.

8. Church Council duties:

- a. To render assistance to the pastor(s) in the administration of his office as needed.
- b. To meet monthly to conduct the business of the Congregation.
- c. The Council has the discretion to obligate or direct funds up to the amount of \$10,000.00 for necessary purchases, repairs, etc., which cannot wait until the next Congregational Assembly.
- d. The Church Council shall make budgetary and other recommendations to be considered by the Congregational Assembly at the next Congregational meeting.

- e. To submit a budget for the forthcoming year at the regular June meeting of the Congregational Assembly.
- f. To assure that the duties of individual officers, school board, and committees are adequately defined and to assist them in the execution of their duties.
- g. To determine policies and procedures for the church and Congregation
- h. To communicate decisions and actions to the Congregation
- i. To review all job descriptions bi-annually
- j. To manage the Endowments as required
- k. To engage in short and long-term planning
- l. To appoint the following:
 - 1. Nominating Committee (August)
 - 2. Audit Committee (bi-annually in July)
 - 3. All other necessary committees not elected or appoint by another agency.
- m. Appoint a committee with a council member as chairman every five years to review these Bylaws and recommend updates and changes to the Congregational Assembly as appropriate.
- n. The Church Council will hold a special Council meeting if necessary, at the request of the Senior Pastor, the President or at the request of any member of the Council. A majority of the members of the Council will constitute a quorum.
- o. The Church Council and the individual officers will have such powers as are conferred upon them by these Bylaws or are delegated to them by the vote of a properly called meeting of the Congregational Assembly.
- p. The Church Council will appoint bi-annually, in conjunction with the election of the Treasurer, an Audit Committee with a Council Member as Chairperson to conduct a review, compilation or audit and will submit a written report to the Church Council.

- q. A copy of the minutes of all Church Council Meetings shall be retained in the church office and may be read by any member.

ARTICLE XIII – ENDOWMENT FUND

A. **NAME:** The Congregation will have an Endowment Fund. The Fund shall be called First Good Shepherd Evangelical Lutheran Church Endowment Fund.

B. GENERAL PURPOSE:

1. The Fund's purpose will 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.
2. Both the principal and income from unrestricted gifts and bequests to the Fund are to be used in accordance with policies established by the Church Council, provided the uses, projects and programs will be consistent with the general purpose for which this Fund has been established.
3. 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 Church Council.
4. The Church Council will 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.
5. The Church Council will establish policies as may be necessary for the investment of and accounting for any funds and assets of the Fund.

C. **DURATION:** The Fund will continue in existence and be used as hereinafter 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.

D. AMENDMENTS: Any amendment to this Article XIII of the Bylaws which will change, alter or amend the general purpose for which the Fund is established will be adopted only if in conformity with Article XV - Amendments.

ARTICLE XIV - IMMUTABLE ARTICLES

Articles II – Confession of Faith, and V – Powers of the Congregation will not be altered or repealed.

ARTICLE XV - AMENDMENTS

Except as provided in Article XIV of these Bylaws, these Bylaws may be amended in accordance with the rules and procedures described in Article V, section E., paragraph 1 of these Bylaws.

ARTICLE XVI - RULES OF ORDER

The rules contained in Robert’s Rules of Order, Newly Revised, will govern the Congregational Assembly in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of the Congregational Assembly.

ARTICLE XVII - INDEMNIFICATION

- A. The Congregation will 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 Church Council member, officer, called minister of religion (ordained or commissioned) or employee of the Congregation, against liability incurred in the proceeding if:
1. He/she did not knowingly act contrary to policies or procedures of First Good Shepherd Evangelical Lutheran Church of Las Vegas, NV, Inc.
 2. 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

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