

Saints Peter & Paul Lutheran Church

Houghton, Michigan

Incorporated 1867

CONSTITUTION AND BYLAWS

First Constitution 1868

Revised 1903, 1949, 1975, 1978, 1999, 2003, 2006, 2015

**THE
LUTHERAN CHURCH
MISSOURI SYNOD**

Draft Edition April, 2015

CONSTITUTION

Preamble

Whereas according to the Word of God it is the duty of Christians;

- a. To fellowship with those who confess the true faith (Acts 2:42^a, Hebrews 10:24-25^b, 1 John 2:19^c, 1 Corinthians 1:10-11^d);
- b. To endeavor to keep the unity of the Spirit in the bond of peace (Ephesians 4:3-6^e);
- c. To administer the Office of the Keys as a body (Matthew 18:17^f, John 20:22-23^g);
- d. To conduct all the internal and external affairs of such body "decently and in order" (1 Corinthians 14:40^h);

Therefore, we, in agreement with the principles outlined above, declare ourselves united as a congregation and herewith accept and subscribe to the following Constitution and Bylaws, in accordance with which all the spiritual and temporal affairs of our congregation shall be governed.

I. Name

The name of this congregation shall be Saints (hereafter SS) Peter and Paul Lutheran Church of Houghton, Michigan.

II. Mission

The purpose of this congregation shall be to give honor and glory to God, to carry out His will, to assist in preaching the Gospel of Jesus Christ to all the world, to manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, to extend a helping hand in human need, and to achieve our objectives 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 standards of the Evangelical Lutheran Church.

^a And they continued steadfastly in the apostles' doctrine and fellowship, in the breaking of bread, and in prayers. {This and all following bible references are taken from "The Holy Bible, New King James Version" (c)1979 Thomas Nelson, Inc., Nashville, Tennessee}

^b And let us consider one another in order to stir up love and good works, not forsaking the assembling of ourselves together, as is the manner of some, but exhorting one another, and so much the more as you see the Day approaching.

^c They went out from us, but they were not of us; for if they had been of us, they would have continued with us; but they went out that they might be made manifest, that none of them were of us.

^d Now I plead with you, brethren, by the name of our Lord Jesus Christ, that you all seek the same thing, and that there be no divisions among you, but that you be perfectly joined together in the same mind and in the same judgment. For it has been declared to me concerning you, my brethren, by those of Chloe's household, that there are contentions among you.

^e Endeavoring to keep the unity of the Spirit in the bond of peace. There is one body and one Spirit, just as you called in one hope of your calling; one Lord, one faith, one baptism; one God and Father of all, who is above all, and through all, and in you all.

^f [Jesus said] "And if he refuses to hear them, tell it to the church. But if he refuses even to hear the church, let him be to you like a heathen and a tax collector."

^g And when He had said this, He breathed on them, and said to them, "Receive the Holy Spirit. If you forgive the sins of any, they are forgiven them; if you retain the sins of any, they are retained."

^h Let all things be done decently and in order.

III. Confessional Standard

This congregation accepts without reservation:

- A. The Scriptures of the Old and New Testaments as the inspired written Word of God and the only rule and norm of faith and of practice;
- B. All the Symbolical Books of the Evangelical Lutheran Church 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, and the Athanasian Creed), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large and Small Catechisms, and the Formula of Concord.

IV. Synodical Membership

This congregation will be a member of The Lutheran Church Missouri Synod as long as the Synod conforms to the congregation's confessional standards set forth in Article **III** of this Constitution as determined by a majority vote of the congregation at a meeting called for that purpose.

V. Division

- A. If at any time a division should take place on account of doctrine, the property of the congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in confession and practice to Article **III** of this constitution, as determined by the adjudication procedures of the Synod.
- B. If division takes place for any other reason, the property shall remain with the majority of the communicant members who continue to adhere in confession and practice to Article **III** of this constitution, as determined by the adjudication procedures of the Synod.
- C. In the event the congregation should dissolve, the property and all rights connected therewith shall be transferred to that District of the Synod in which the congregation held membership at the time of dissolution.

VI. Membership

A. Members

- i. *Baptized* Members are all members 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 the Pastor of this congregation, including the children who have not yet been confirmed.
- ii. *Communicant* Members are those baptized members who have been confirmed in the Lutheran faith, accept the confessional standard of Article **III** of this Constitution, are familiar at least with the contents of Luther's Small Catechism, and are not members of organizations, secret or otherwise, whose principles and conduct conflict with the Word of God.
- iii. *Voting* Members are communicant members who have reached the age of eighteen (18) years, have been received by the Voters Assembly, and have signed the Constitution of the congregation.

B. Reception

Baptized and communicant members are received through the Sacrament of Holy Baptism, through the consent of one or both parents in the case of children who have been baptized in another Christian congregation, through profession of faith or reaffirmation of faith. The

reception shall be approved by the Board of Elders, Board of Directors, or Voters Assembly. Eligible communicant members may be received as voting members upon application for such privilege, upon approval by the Voters Assembly, and upon signing the Constitution.

C. Duties

It shall be the duty of every member of this congregation:

- i. To make faithful and diligent use of the means of grace (the Word of God and the Sacraments),
 - a. by attendance at services of worship;
 - b. by partaking of the Lord's Supper, if a communicant;
 - c. by Bible study and the use of Christian education opportunities provided by the congregation;
- ii. To lead a Christian life and not live in manifest works of the flesh (Galatians 5:19-21ⁱ);
- iii. To contribute regularly and faithfully, as God has prospered him, to support the work of the congregation locally and its mission at large through our district and synod;
- iv. To devote time and talents to the work and mission of the congregation;
- v. To attend the voters' meetings of the congregation, if a voting member.

D. Termination

- i. Membership will be terminated by transfer to a sister congregation, by death, by joining a congregation outside the fellowship of this congregation, by excommunication, or by self-exclusion.
- ii. Communicant members who conduct themselves in an un-Christian manner shall be admonished according to Matthew's 18:15-20^j. If they remain impenitent after proper admonition, they will be excommunicated. Each case will be presented individually to the Voters Assembly for a decision. If such members deliberately absent themselves from the meeting(s) at which their case is to be discussed, they will be regarded as having excluded themselves from the membership of this congregation.

VII. Authority of the Congregation

- A. The Voters Assembly will be the governing body of this congregation and will be empowered to administer and manage all of its affairs. The establishment and conduct of all organizations and societies within the congregation or related directly to it will be subject to the approval and supervision of the Voters Assembly.
- B. All matters will be decided by a majority vote of the Voters Assembly unless otherwise specified by the Constitution or Bylaws, including matters of doctrine and conscience, which will be decided only on the basis of the Word of God.

ⁱ Now the works of the flesh are evident, which are: adultery, fornication, uncleanness, licentiousness, idolatry, sorcery, hatred, contentions, jealousies, outbursts of wrath, selfish ambitions, dissensions, heresies, envy, murders, drunkenness, revelries, and the like; of which I tell you beforehand, just as I also told you in time past, that those who practice such things will not inherit the kingdom of God.

^j [Jesus said] "Moreover if your brother sins against you, go and tell him his fault between you and him alone. If he hears you, you have gained your brother. But if he will not hear you, take with you one or two more, that 'by the mouth of two or three witnesses every word may be established.' And if he refuses to hear them, tell it to the church. But if he refuses even to hear the church, let him be to you like a heathen and a tax collector. Assuredly, I say to you, whatever you bind on earth will be bound in heaven, and whatever you loose on earth will be loosed in heaven. Again I say to you that if two of you agree on earth concerning anything that they ask, it will be done for them by My Father in heaven. For where two or three are gathered together in my name, I am there in the midst of them."

- C. The right of calling pastors or teachers will be vested in the Voters Assembly and will not be delegated otherwise.

VIII. Pastors and Teachers

- A. This congregation will establish the pastoral office, which will be conferred only on such a pastor or candidate who professes and adheres to the confessional standard set forth in Article **III** of this Constitution, who is qualified for his work, who has been endorsed by the Synod, and who is a member of the Synod.
- B. Any pastor, teacher, or officer may be removed from office by the Voters Assembly by a two-thirds majority ballot vote, in Christian and lawful order, for any one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect, or inability to perform the duties of the office.
- C. The congregation may request the resignation of any pastor, called teacher, or officer from his position in the congregation in the case of prolonged incapacity or general incompetence.

IX. Officers and Boards

This congregation will have the following officers and boards in addition to any which the congregation shall authorize from time to time:

A. Eligibility

Only voting members shall be eligible to hold office.

B. Officers

- i. A Chair who will perform the duties of his/her office in accordance with the applicable bylaws of this constitution.
- ii. A Vice-Chair who will perform the duties of his/her office in accordance with the applicable bylaws of this constitution.
- iii. A Secretary who will perform the duties of his/her office in accordance with the applicable bylaws of this constitution.

C. Boards

- i. A Board of Directors, which will serve as the governing board of the congregation as defined by the Bylaws.
- ii. A Board of Elders, consisting of at least five men, which will assist the pastor in the spiritual life of the congregation.

X. Meetings

Regular and special meetings of the Voters Assembly will be held as determined in the Bylaws.

XI. Quorum

All members present at a validly called meeting of the Voters Assembly will constitute a quorum.

XII. Limitations on Holding Office

- A. Women who hold voting membership in the congregation may serve as officers and as members of boards and committees as long as these positions are not directly involved in the specific functions of the pastoral office (preaching, the public administration of the sacraments, church discipline). Accordingly, they shall not serve as pastor or as an Elder.
- B. Voting members are permitted to hold only one elected office at a time.
- C. Paid employees of the congregation are not permitted to serve as a member of the Board of Directors.

XIII. Amendments

- A. Amendments to provisions of this constitution except Articles **II**, **III**, **IV**, **VIII**, and **XIII** may be adopted at a regular voters meeting, except as hereinafter otherwise provided:
 - i. That the proposed amendment has been submitted in writing at a previous meeting of the Voters Assembly and published by posting in a conspicuous place in the church or by mail prior to the meeting at which the proposed amendment will be acted upon;
 - ii. That an affirmative vote of a two-thirds majority of the voters present is secured.
- B. In addition to the above requirements, proposals to amend Articles **II**, **III**, **IV**, **VIII**, and **XIII** shall require that previous notice of such amendment and discussion of the same shall be presented at two regular meetings of the Voters Assembly before the meeting at which the proposed amendment is to receive action. Due notice of the fact that a vote will be taken shall be given to all voting members of the congregation. *Any changes in these articles shall not destroy the essential meaning of the same.* Whether or not this has occurred shall be decided, if challenged, by a decision of the Commission of Adjudication of the Synodical District in which the congregation holds its synodical membership.

BYLAWS

This congregation may adopt such Bylaws as may be required for the orderly conduct of its affairs.

1.0 The Board of Directors

- 1.1. The Board of Directors are the trustees of the congregation, providing governance and fiduciary oversight in all matters except where limited by the Constitution and Bylaws.
- 1.2. The Board of Directors shall be the directors of the congregation, consisting of no less than seven members. The senior pastor is ex officio member of the Board of Directors, the Board of Elders and of all committees of the Board.
- 1.3. The Board members shall serve a term of three years with a limit of two consecutive terms.
- 1.4. When a meeting of the Board of Directors has been properly announced, two-thirds of the directors present shall constitute a quorum, capable of transacting business. However, for amending the Articles of Incorporation or the Constitution and Bylaws, the election of a pastor or teacher, the erection of buildings, the purchase or sale of property, or the removal of a pastor or teacher or member from office, a meeting of all voting members shall be duly called and announced. In all matters not already decided by the Word of God the majority rules, except in the case of the amendments and revisions as specified in Article XIII of the Constitution.
- 1.5. If any office becomes vacant during the course of a term, the Board of Directors shall appoint a successor who shall serve in that capacity until the next annual election.
- 1.6. Neither the Board of Directors, any other church boards and committees, nor any of their members individually shall be liable for acts, neglects or defaults of any employee, agent, or representative of SS Peter and Paul Lutheran Church performed with reasonable care, nor for anything it may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or omitted on advice of counsel, or any mistakes of fact or law. SS Peter and Paul Lutheran Church shall indemnify each present and future board, or committee officer or member of SS Peter and Paul Lutheran Church against, and each such board, or committee officer or member shall be entitled without further act on his part to indemnity from SS Peter and Paul Lutheran Church for, all expenses, including the amount of judgments and amounts of reasonable settlements made with the view to the curtailment of costs of litigation (other than the amounts paid to SS Peter and Paul Lutheran Church itself) reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been a board, or committee officer or member of SS Peter and Paul Lutheran Church, whether or not he continues to be such a board, or committee officer or member except (a) in respect of matters as to which he shall be finally adjudged in any action, suit or proceeding to have been derelict in performance of his duty as such board, or committee officer or member, or except (b) in respect to any matter in which any settlement is effected to the amount in excess of the amount of expenses which might reasonably have been incurred by such board, or committee officer or member in conducting such litigation to a final conclusion. In no event should anything herein contained be so construed as to protect or authorize SS Peter and Paul Lutheran Church to indemnify, such board, or committee officer or member against any liability to SS Peter and Paul Lutheran Church by reason of his willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office as a board, or committee officer or member.

2.0 Nominations and Selections

- 2.1. A selection committee shall be appointed annually by the Chair of the Board of Directors with the approval of the Board of Directors.
- 2.2. The selection committee shall prepare a list of offices to be filled in the next selection meeting and make such list available for distribution. Nominations shall be made during the second week of March from a list of the eligible voting members of the congregation. Nominations may only be made by voting members. The selection committee shall then secure a consent to serve from those nominated and prepare the official selection list containing the names of those nominated for each office.
- 2.3. A Voters Meeting shall be held no later than the last week of May to select candidates for the Board of Directors. All Directors shall be selected by lot, consistent with early church practice (Acts 1:23-24,26ⁿ).
The Board of Directors will annually appoint at the regular September meeting the Chair of the Board, the Vice-Chair and the Secretary from within the selected members of the Board.
- 2.4. Officers and board members shall be inducted into office in a public service of the congregation prior to the first of October.

3.0 Official Duties

- 3.1. Chair - The term of office shall be one year; successive terms are permitted. The Chair shall preside at all Board of Directors and voters' meetings, and shall see to it that they are conducted in an orderly and Christian manner. He/She shall also see to the functioning of the various boards and committees.
- 3.2. Vice-Chair - The term of office is one year; successive terms are permitted. The Vice-Chair shall preside at meetings when the Chair is absent.
Should a vacancy occur in the Office of Chair, he/she shall succeed to that office. Serving a partial term as Chair does not preclude the Chair's term of office
- 3.3. Secretary - The term of office shall be one year; successive terms are permitted. The secretary shall keep accurate minutes of the meetings of the Board of Directors and of the Voters' Assembly for the permanent records of the congregation, both of which shall be presented for approval at the next respective meeting. The secretary shall attend to official correspondence of the congregation and such other duties as are in keeping with the office.
- 3.4. Elders –Elders shall be appointed by the Senior Pastor. The term of office for an Elder shall be three years; terms of office shall be unlimited. The terms of Elders shall be staggered so that approximately one-third are appointed each year.
The Elders shall:
 - 3.4.1. Assist the pastor in all matters pertaining to the spiritual welfare of the congregation;
 - 3.4.2. Consider complaints and grievances of members of the congregation if Matthew 18: 15-16^l has been fully observed, and report to the Board of Directors those which cannot

ⁿ And they appointed two, Joseph called Barsabbas, who was surnamed Justus, and Matthias. And they prayed and said, "Thou, Lord, which knowest the hearts of all men, shew whether of these two thou hast chosen..."...And they gave forth their lots; and the lot fell upon Matthias; and he was numbered with the eleven apostles.

^l [Jesus said] "Moreover if your brother sins against you, go and tell him his fault between you and him alone. If he hears you, you have gained your brother. But if he will not hear you, take with you one or two more, that 'by the mouth of two or three witnesses every word may be established.'"

be otherwise adjusted in accordance with Matthew 18:17-18^m. Action concerning the impenitent sinner shall be handled by the congregation in accordance with Article **VI-D** of the Constitution;

- 3.4.3. Make every effort to induce members who have been negligent in their attendance at services, in the use of the Sacraments, and the financial support of the church, to amend their sinful ways and fully enjoy the rights and privileges of their membership;
- 3.4.4. See to it that all services are conducted in such manner as to avoid needless disturbances and to foster an attitude of worship among those in attendance;
- 3.4.5. Be an example of Christian conduct and conversation;
- 3.4.6. Assist the pastor in arranging for pulpit assistance and guest speakers;
- 3.4.7. Appoint such assistants as deemed necessary to carry out the duties of the Elders, with the exception of the duties involved in 3.4.2 above.

4.0 Meetings

- 4.1. The regular meeting of the Voters Assembly shall be held each year prior to the last week in May, to which all members of the congregation shall be invited, and this shall be designated the annual meeting of the congregation for the purpose of selecting new members of the Board of Directors. The fall meeting shall be held no later than the last week in November. Both meetings shall be considered regular meetings capable of transacting other business. Both meetings shall be announced in the public services on the two preceding Sundays. When a meeting has been thus announced, the voting members present shall constitute a quorum.
- 4.2. Special meetings of the Voters Assembly may be called by the Board of Directors or at the request of 10 voting members, as the need arises. Special meetings of the Voters Assembly and their purpose shall be announced in at least two preceding Sundays or by a mailing to the membership. When a special meeting has been thus announced, the voting members present shall constitute a quorum.
- 4.3. The Board of Directors shall meet at least once every calendar quarter, and as often in the intervening periods as necessary. Every regular meeting of the Board of Directors shall be announced in the preceding public service. Meetings of the Board of Directors are open to all communicant members.
- 4.4. Special meetings of the Board of Directors may be called by the Chair, the Senior Pastor, or the Chairman of the Board of Elders, as the need arises. Members of the Board shall be informed of the meeting by announcement in a public service or by personal contact.

5.0 Rules of Order

In addition to principles laid down in Scripture, the latest edition of *Robert's Rules of Order* shall be followed.

6.0 Appointments and Selections of Additional Positions, Boards and Committees

Certain appointments and committees of the Board of Directors may be appointed by the Chair of the Board with the approval of the Board of Directors.

^m [Jesus said] "And if he refuses to hear them, tell it to the church. But if he refuses even to hear the church, let him be to you like a heathen and a tax collector. Assuredly, I say to you, whatever you bind on earth will be bound in heaven, and whatever you loose on earth will be loosed in heaven."

6.1. Selection Committee

The duties of this committee are specified in Section 2.0 of the Bylaws.

6.2. Auditing

The Chair of the Board with the concurrence of the Board of Directors will arrange for an annual audit, which shall be made of all books and accounts of the Business Manager and Financial Secretary after the fiscal year-end closing. The audit report shall be presented to the Congregation at the next annual meeting. By a majority vote, the voters may also request an audit at any time.

6.3. Other Committees

6.3.1. Other governance committees may be established from time to time by the Board of Directors or the Voters Assembly as the needs and programs of the congregation may require.

6.3.2. The Senior Pastor and/or his designee shall appoint all operational positions necessary to accomplish the mission of the congregation.

7.0 Procedures for Calling Pastors and Teachers

7.1. In the event of a vacancy in the office of pastor, the congregation shall notify the president of the district of the synod so that he may assist the congregation in filling the vacancy by giving counsel on the calling of a pastor and by suggesting the names of candidates.

7.2. The Board of Directors shall appoint a committee, to then be approved by the Voters Assembly, which shall be charged with the solicitation, screening, and recommendation of candidates for the voters' consideration.

7.3. Any member of the congregation may submit names of candidates to the Board of Directors. The Board in turn shall obtain pertinent information on these candidates from the district president, together with information on the candidates he may suggest. This then becomes the official candidate list from which a pastor is elected.

7.4. The election of a pastor from the list of candidates shall be by ballot, in a regular or special meeting of the voting members that has been duly called and announced. The candidate receiving a majority of all votes cast shall be considered elected. The election shall, if possible, be made unanimous, and the call shall be sent to the pastor-elect.

7.5. All this shall apply in due measure to the calling of a teacher or other called worker.

8.0 Amendments

These bylaws may be amended in a properly convened meeting of the Voters Assembly by a majority of all voting members present, provided the proposed change has been announced in a previous meeting or has been submitted in writing at least two weeks prior to the meeting to all voting members.