

THE CONSTITUTION AND BY-LAWS
OF
THE ZION EVANGELICAL LUTHERAN CHURCH
BAY CITY, MICHIGAN
CAB Approved Draft 12.5.2019

PREAMBLE

It is the will of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world (Matthew 28: 18-20). That Christ's mission for His church might be carried out according to His will, He has commanded that Christians teach the Word of God, unite in worship, practice fellowship with one another and serve the needs of all men in Christian love.

*Since Christians are also to administer the Office of the Keys as His church and to maintain decency and order in the church (1 Cor. 14:40), we, the members of **The** Zion Evangelical Lutheran Church of Bay City, Michigan, do accept and subscribe to the following Constitution and By-Laws, in accordance with which all spiritual and material affairs of our congregation shall be governed.*

ARTICLE I - NAME

The name of this congregation shall be “**The** Zion Evangelical Lutheran Church of Bay City, Michigan.”

ARTICLE II - PURPOSE

Compelled by the love of God working through Word and Sacrament, this gathering of believers is to glorify and praise God, strengthen and support fellow members and reach a lost world with the good news of Jesus so that more might be saved. We are compelled by the love of God toward these endeavours as He works in us through the Word and Sacrament.

Our Mission Statement is: Gather! Grow! Give! Go!
Gather in worship, Grow in Christ, Give love and service to God and neighbor, Go teach and deliver the Gospel.

ARTICLE III - DOCTRINAL STANDARD

ARTICLES OF FAITH AND CONFESSION

This congregation accepts all the canonical books of the Old and New Testaments (Bible) as the inspired and revealed Word of God and all the following Symbolical Books of the Evangelical Lutheran Church, contained in the “Book of Concord 1580”, as the correct presentation and true exposition of Christian Doctrine drawn from the Holy Scripture: the three Ecumenical Creeds, namely, the Apostolic, the Nicene and the Athanasian, the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, Luther’s Large Catechism, Luther’s Small Catechism, and the Formula of Concord. No doctrine or practice in conflict or inconsistent with the above norms of our faith or life shall be taught or practiced in this congregation.

ARTICLE IV – MEMBERSHIP

A. Definitions:

1. Baptized Member: All those, regardless of age, who have been baptized in the name of the Triune God.
2. Communicant Member: The communicant membership includes those baptized members who have been confirmed in the Lutheran faith, accept the confessional standards of Article III, are familiar at least with the basic Christian doctrines and who are not members of organizations whose principles and conduct conflict with the Word of God.
3. Voting Member: *Zion Lutheran Communicant members shall be entitled to vote in the Voters’ Assembly at the age of 18.*

B. Membership:

1. Baptized members are received through the Sacrament of Holy Baptism, through transfer, or with the consent of one or both parents in the case of children who have been baptized in another Christian congregation.
2. Communicant members are received by the rite of Confirmation, by transfer from a sister congregation, upon profession of faith or by re-affirmation of faith.
3. *All membership shall be approved by the Board of Elders.*

C. Duties: It shall be the privilege and duty of communicant members of this congregation to:

1. Grow in the Christian faith and life through faithful use of the means of grace, partake of the Lord's Supper frequently, attend worship and Bible classes faithfully, and search the scriptures at home and in fellowship with other members of the congregation and its agencies.
2. Live a morally decent life before God and men, abstain from open works of the flesh (Gal. 5:18-21) and so conduct themselves at all times as to bring credit rather than blame upon the Church of Jesus Christ.
3. Provide the proper Christian training of their children by instruction at home and through the agencies of the church.
4. Contribute toward the maintenance and the extension of the congregation and the entire Kingdom of God at home and abroad in proportion to their financial ability.
5. Place their God-given talents and abilities at the disposal of the pastor(s), officers and other agencies of the congregation as set forth in its constitution and by-laws, so that the purposes and functions of the congregation may be effectively implemented.
6. ***Participate in, and vote at, meetings of the Voter's Assembly. Whoever fails to attend waives the right to vote.***

D. Termination: Membership shall be terminated by transfer to a sister congregation, by death, by joining another congregation, by excommunication or by self-exclusion.

Communicant members who conduct themselves in an unchristian manner shall be admonished according to Matthew 18:15-20. If they still remain impenitent after proper admonishment, they shall be excommunicated by a two-thirds majority vote of *the Voters' Assembly*. ***The excommunicated persons who repent and ask for forgiveness shall be reinstated into membership by recommendation of the Board of Elders and a two-thirds majority vote of the Voter's Assembly.***

- E. Elected and Appointed Positions: Both men and women may serve as voters, officers, and members of boards and committees. *Women, in accordance with the Doctrinal Standards adhered to by the Lutheran Church-Missouri Synod, may not serve in the position of Elder. Similarly, because the form of this Constitution may grant the Chairman or Vice Chairman of the Church Administrative Board authority over a Pastor, women may not serve in those positions.*

ARTICLE V – THE OFFICE OF ORDAINED AND COMMISSIONED MINISTERS

The office of Ordained shall be designated to the Pastor and his office.

The office of Commissioned Minister shall be designated to the office of Principal, tenured teachers, non-tenured called teachers, or other called staff.

*Both offices, Ordained and Commissioned, shall profess and adhere to the confessional standard set forth in Article III of this constitution **and are well qualified for their work.** When a pastor or called teacher of this congregation receives a call from another congregation, Chairman of the Church Administrative Board or his designate shall announce this call at the following regular weekend service(s). The details of the call shall be presented to the congregation by Church Administrative Board.*

ARTICLE VI – AUTHORITY OF THE CONGREGATION

A. General:

1. The Voters' Assembly shall be the ultimate governing body of the congregation. It alone has the right of calling **or removing** pastors, tenured teachers and other called staff positions, electing of the Church Administrative Board, Treasurer, and Board of Elders, approving of the budget, **excommunication, changing the Mission and Ministry Work Plan**, and approving of building programs.
2. The Church Administrative Board shall be charged with the month-to-month decisions and programs of the congregation. It shall be held accountable to the Voters' Assembly for the progress of the congregation toward its stated purposes. The establishment and conduct of all organizations and societies within the congregation shall be subject to the approval and supervision of the Church Administrative Board.

B. Legal Authority:

As the legal representatives of the congregation, the Chairman and/or Secretary of the ***Church Administrative Board*** shall sign legal documents, make contracts, represent the congregation in court, and sign the contracts of called non-tenured workers and the employment agreements of non-called workers.

C. Decisions:

All matters of doctrine and of conscience shall be decided only by the Word of God. All other matters shall be decided by a majority vote of those present at a Voters' Assembly ***unless otherwise specified in this constitution or by-laws.***

D. Removal from Office:

1. Any pastor, teacher or officer may be removed from office by the Voters' Assembly by a two-thirds majority ballot vote of those present and voting in Christian and lawful order, for one ***or more*** of the following reasons: persistent adherence or ***teaching*** false doctrine, ***offensive conduct or scandalous life; deliberate unfaithfulness in the performance of official duties; neglect of, or inability to perform, official duties; or domineering in office.***
2. ***The Voter's Assembly*** may request the resignation of any pastor, teacher or officer from his/her position in the congregation due to prolonged incapacity or general incompetence.

ARTICLE VII – OFFICERS

The officers of this congregation shall be such officers ***of the Church Administrative Board*** as prescribed in the by-laws of this constitution.

No congregational officer, board or committee member shall have authority beyond that which has been conferred upon them by the Voters' Assembly and/or the Church Administrative Board.

ARTICLE VIII – PROPERTY RIGHTS

If, at any time, a separation should take place in this fellowship, the property of the fellowship and all the benefits connected therewith shall remain with those members who shall continue to adhere to those doctrines, tenets, and practices which prevailed when this constitution was adopted. This remains in effect even if those members constitute a

minority of the membership. In the event the congregation should totally disband, the property and all rights connected therewith shall be transferred to the Michigan District of the Lutheran Church-Missouri Synod.

ARTICLE IX – SYNOD MEMBERSHIP

In order to do the Lord’s work more efficiently within and also beyond our own congregation, we maintain voting membership in The Lutheran Church-Missouri Synod, as long as the Synod church body adheres to the confessional basis detailed in Article III above. As members of this Synod, we participate in its meetings and deliberations, proclaim the good news and extend His Kingdom.

ARTICLE X – ADOPTION AND REVISION

The constitution and/or proposed amendments to it shall be declared adopted and valid at any scheduled Voters’ Assembly, provided:

- A. That Articles III (Doctrinal Standard), IV (Membership), V (The Office of Pastor, Teacher or Other Called Staff Positions), VIII (Property Rights) and IX (Synod Membership) of this constitution *may be altered or changed by presentation at two successive Voters’ Assemblies and approved by an affirmative vote of two-thirds majority of those present at each assembly. All other Articles may be altered or changed by presentation to one Voter’s Assembly and approved by an affirmative vote of two-thirds majority of those present at the assembly.*
- B. That the proposed change does not conflict with the provisions defined in Articles II (Purpose), III (Doctrinal Standards), and V (The Office of Pastor, Teacher or Other Called Staff Positions).
- C. That any proposed amendment has been submitted in writing and reviewed by the Church Administrative Board and published in the church bulletin for two *weekends* prior to the meeting at which the proposed amendment will be acted upon.

BY-LAWS

ARTICLE I – VOTERS’ ASSEMBLY

- A. Regular Meetings: The Voters’ Assembly shall meet *as needed* to conduct the following business items:
1. Approve the congregational budget
 2. Elect Church Administrative Board, Board of Elders, and Treasurer
 3. Approve the congregational mission and ministry work plan
 4. Receive congregational progress reports
 5. Approve building programs
 6. Extend calls to pastors and called-tenured teachers and other called staff positions
 7. Other business items that pertain to the overall direction of the congregation

Voters’ Assembly meetings shall be called by the Church Administrative Board by publishing notices in the church bulletin for two *weekends* prior to the meeting.

- B. Special Meetings: Special meetings of the Voters’ Assembly may be called by the Church Administrative Board, the Board of Elders, or the pastor(s). Notice of the date and time of such a meeting and the nature of the business to be transacted shall be given at worship services two *weekends* preceding the date of the meeting.
- C. Order: The Chairman of the Church Administrative Board **or Vice Chairman** shall chair all Voters’ Assembly meetings. Likewise, the Secretary of the Church Administrative Board shall serve as secretary. The meeting will be conducted according to Christian conduct and Robert’s Rules of Order. The Church Administrative Board shall provide a printed agenda.
- D. Officers of the Congregation are: Chairman of the Church Administrative Board, **Vice Chairman**, Secretary of the Church Administrative Board, and Treasurer. If financial records are being prepared and maintained by a member of the congregational paid staff, these functions shall be overseen by the Treasurer.

ARTICLE II – CHURCH ADMINISTRATIVE BOARD

- A. Membership: The board will be made up of seven voting members to be elected from the congregation. *The pastor shall serve as ex-officio, non-voting advisor.*
- B. Order: The board shall elect its own Chairman, *Vice Chairman*, and Secretary from its elected members. The board shall appoint a Financial Secretary to work in conjunction with the Finance committee. The Chairman will be responsible for conducting meetings and will be the official representative of the board. He shall also work with the pastor in the implementation of board decisions. The Secretary shall be responsible for the recording of minutes and assisting with correspondence. The Chairman and the pastor shall be responsible for providing a printed agenda. *In the absence of the Chairman, the Vice Chairman will take over the duties of the Chairman.*
- C. Standing Committees: The Church Administrative Board shall appoint the *members of the* following committees:
1. Christian Community: This committee shall work in concert with the Board of Elders to oversee the development of Christian community/fellowship within the membership.
 2. Program Development: To continue the growth of the family of Christ at Zion, this committee shall be responsible for developing new programs and/or activities that meet the needs of the community, both members and non-members. This development includes the innovation, implementation and establishment of these programs and/or activities. If and when the above become ongoing, they will be placed under the supervision of the appropriate committee.
 3. Christian Day School: This committee shall consist of five members. *The principal shall serve as ex-officio, non-voting advisor.* This committee is accountable to the Church Administrative Board. The responsibilities of the Christian Day School Committee are to:
 - a) Establish all policies for the Christian Day School
 - b) Establish short-range and long-range goals of the Christian Day School in conjunction with the principal.
 - c) *Supervise the Principal, and monitor the Principal's Supervision of the Day School Staff and the Early Childhood Center Staff.*

- d) Encourage and promote a system of open communications among the school staff, families of students and the Christian Day School Committee.
- e) Foster the commitment of the Christian Day School parents as related to time, talents and treasures contributed to the day school.
- f) Arrange for the appropriate calling of non-tenured teaching positions in accord with the policies of the Christian Day School Committee approved by the Church Administrative Board.
- g) Show concern for the educational staff by praying, encouraging and supporting them with action.
- h) Show concern for the families of the church and school by working to:
 - 1) Foster spiritual growth in the life of the individual Christian
 - 2) Strengthen the Christian home and help equip parents, children and young people for Christian living
 - 3) Encourage the congregation to support present and future educational growth opportunities for members of the Christian Day School and parish.

4. Property: This committee shall be responsible for:

- a) Care of all congregational properties.
- b) Insurance protection and coverage for congregational properties.
- c) Recommendation to the Church Administrative Board for replacement or expansion of properties or major equipment that is a component part of the congregational property.
- d) Policies governing the rental, lending, or use of church *or school* property and equipment.

5. Finance: This committee shall be responsible for:

- a) Policies that direct the internal controls for safeguarding the financial assets of the congregation.

- b) Overseeing the functional responsibilities of the Treasurer and the Financial Secretary.
 - c) Policies that direct the receipt of income and disbursement of *funds for* expenses of the congregation.
 - d) Annual stewardship campaign for the congregation *with the help and support of the Pastor, Elders, and Church Administrative Board.*
 - e) Congregational mission emphasis – selection and *support working with the Pastor, Elders, and Church Administrative Board.*
6. Member Resources: This committee shall develop and maintain an up-to-date roster of all Zion members with appropriate biographical information and an inventory of members' interests and skills which may be utilized in service for Zion's work and programs.
- D. Task Forces and Program Committees: The Church Administrative Board shall accomplish its specific tasks through the appointment of task forces and program committees. The length of office for these positions will be determined by *Church Administrative Board for* each situation.
- E. Meetings: The Church Administrative Board shall meet *at least 10 times a year*. The standing committees shall meet as necessary.
- F. Board and Standing Committee Meetings: shall be open to voting members' attendance, *except that the Boards and Committees where appropriate, may meet in executive session. Board and standing committees shall create agendas and maintain minutes, and make all agendas and minutes* available in the church office for review by voting members.
- G. Term: Members of the Church Administration Board, Board of Elders, and Treasurer shall serve for *three* years as shall all those members in appointed offices. No elected or appointed member may serve more than two consecutive terms. Terms shall be staggered. *Any vacancy appointment shall not count as a term.*
- H. Policies: The Church Administrative Board shall be responsible for the *final* approval of *or changes to* all policies and procedures for boards and standing committees, and they *shall be documented in its minutes.*

ARTICLE III –BOARD OF ELDERS

- A. Membership: The congregation will elect *a minimum of five and a maximum of nine Elders to cover increases in congregational responsibilities or membership increases. The number of Elders shall be increased or decreased two at a time.*
- B. Order: The board shall elect its own Chairman and Secretary. The Chairman shall be responsible for conducting the meeting. The Secretary shall be responsible for the recording of minutes. The Chairman shall be responsible for providing a printed agenda. *He can ask for assistance from church staff.*
- C. Responsibilities:
1. The spiritual growth and care of the members.
 2. The worship life of the congregation.
 3. The compensation and benefits for all paid workers.
 4. The supervision of doctrine.
 5. The appointment of a sufficient number of individuals to serve in the above areas of responsibility.
 6. Establish the process for call committees to call pastors, called-tenured teachers, or other called staff position.
 7. *Supervise the Pastor(s), and monitor pastoral supervision of church staff*
 8. *Review and update status of congregational membership on a regular basis.*
- D. Meetings: The board shall meet at least *ten times a year.*
- E. *Elders may serve two three-year terms. The election of the Elders will be staggered, and no Elder may serve more than two consecutive terms.*

ARTICLE IV – FINANCIAL MATTERS

- A. Treasurer: A Treasurer shall be elected by the congregation to oversee all expenses of the congregation, to supervise in the case of a paid staff person (Article I, D), and/or maintain the financial books of the congregation, and to

provide a prepared monthly accounting of the congregation's financial position to the Church Administrative Board.

- B. Financial Secretary: A Financial Secretary shall be appointed by the Church Administrative Board to oversee all congregational income. Specifically, the Financial Secretary shall make provision for the weekly counting of the congregation's income.
- C. Bonding: The Treasurer and Financial Secretary shall be bonded.

ARTICLE V – NOMINATIONS AND ELECTION OF CHURCH ADMINISTRATIVE BOARD, BOARD OF ELDERS, AND TREASURER

- A. The Church Administrative Board shall appoint a nominating committee *for each election*.
- B. The nominating committee shall recommend a list of qualified nominees to the Voters' Assembly.

ARTICLE VI – FISCAL/PROGRAM YEAR

It shall be at the discretion of the Church Administrative Board to determine the most appropriate fiscal/program calendar. All financial books shall receive a yearly *review*. *The reviewer can recommend an audit if believed necessary.*

ARTICLE VII – CALLING OF A PASTOR, TEACHER, OR OTHER CALLED STAFF PERSON

- A. In case of a vacancy, the Board of Elders shall *contact the Michigan district office to notify them of the vacancy and ask the Michigan district office for the current call guidelines, documents, and the assistance needed to carry out the call process. The Board of Elders shall* assist the secretary of the Church Administrative Board *in gathering the information necessary to complete the documents* to obtain a call list for the vacancy. A Call Committee will be appointed by the Board of Elders to evaluate the nominees on the call list from District. Synod guidelines shall be followed throughout the calling process.
- B. *Eligible nominees shall be known as candidates. The Call Committee shall present its list of eligible candidates and their biographical sketches to the Voters Assembly.* The candidate receiving a majority vote from the voting members present shall be declared the *primary candidate. The Voter's Assembly*

shall continue to vote until a two-thirds majority is recorded to extend the call. After the election has been made, any voter can move that the ballot be made unanimous.

- C. The pastor or teacher or other called staff person thus elected shall then be extended a call in the name of the congregation. The call extended shall be duly signed by the Chairman of the Board of Elders, ***Chairman of the Church Administrative Board***, the pastor, and the principal, ***or as directed by district***.
- D. When a pastoral candidate from one of our seminaries is called, such a Call shall be extended through the District President, the Council of Presidents, and the Seminary.

ARTICLE VIII – AMENDMENTS

These by-laws may be amended at any scheduled meeting of the Voters' Assembly by an affirmative vote of a two-thirds majority of all members present and voting, provided the proposed amendment has been submitted in writing and reviewed by the Church Administrative Board and published in the church bulletin for two ***weekends*** prior to the meeting at which the proposed amendment will be acted upon.