

CONSTITUTION

and

BY-LAWS

Grace Lutheran Church

Huntsville, Alabama

Amended June 2016

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CONSTITUTION

PREAMBLE

The will of our Lord and Savior Jesus Christ for His Church is to make disciples of all nations as stated in the Holy Bible, Mark 16:15, Matthew 28:18-20, and Acts 1:8. Jesus has commanded that, to be His disciples and to follow Christ's mission for His Church, believers should unite in worship, Hebrews 10:24-25; practice fellowship with one another, Acts 2:42; witness to all men, Acts 1:8; help each other grow in God's Word, Ephesians 4:11-16; serve the needs of all people in Christian love, Mark 10:42-44 and John 13:34, 35 and Galatians 6:10; give sacrificially, I Corinthians 16:1-4; and maintain decency and order in the church, 1 Corinthians 14:40.

Our purpose as members of His Church is to carry out the will and command of our Lord as stated above; therefore, we accept and subscribe to the Constitution and By-Laws as written herein as a means to conducting the mission for this locally formed body of Christians in Huntsville, Alabama.

1.0 NAME

The name of this Congregation, located in Huntsville, Alabama, shall be Grace Lutheran Church, incorporated under the laws of the State of Alabama. Note: The Articles of Incorporation were recorded in the records of the Madison County Probate Court, Alabama, Volume2, Page 583, on September 17, 1962.

2.0 CONFESSION

This Congregation worships Jesus the Christ as Lord and Savior and accepts all the canonical books of the Holy Bible's Old and New Testament scriptures as the revealed, inspired, and inerrant Word of God. The doctrine and practice of this Congregation shall be in conformity with Scripture.

The Congregation also accepts all the confessional writings contained in The Book of Concord, The Confessions of the Evangelical Lutheran Church, originally written in 1580, to be the correct presentation and true exposition of Evangelical Lutheran Doctrine drawn from the Holy Scripture. These confessional writings are the ecumenical creeds (i.e., Apostles, Nicene, and Athanasian creeds), The Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large Catechism, The Small Catechism, and the Formula of Concord. The teachings, confessions, and all operations of this Congregation shall refer to these writings for understanding and guidance.

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3.0 MEMBERSHIP

The membership of this Congregation includes the following:

- 3.1 **Baptized** - All people under our spiritual care who have been baptized in the name of the Triune God — Father, Son, and Holy Spirit — and who have been placed on our membership rolls.
- 3.2 **Confirmed** - All people who have received instruction in the teachings of the Lutheran Church, have been baptized, have testified to their faith in Christ Jesus before witnesses, and have been placed on our membership rolls.
- 3.3 **Voting Members** - All confirmed members who have reached the age of eighteen.

4.0 MINISTERS OF RELIGION

The Pastoral office of this Congregation, as well as offices of other called Ministers of Religion shall be conferred only on such candidates as profess and adhere to the confessional standard set forth in Section 2 of this Constitution, are well qualified for their work, have been endorsed by the Lutheran Church Missouri Synod (LCMS), and are members of the Synod. All candidates shall, in the call extended to and accepted by them, be pledged to this confessional standard.

The term of office of called Ministers of Religion, Ordained and Ministers of Religion, Commissioned shall be either until they accept another Call, choose to retire from or leave the ministry, are dismissed through reduction in force, or are dismissed for cause.

5.0 POWERS OF THE CONGREGATION

- 5.1 **General** – The Congregation, through its voting members, guided by the Holy Spirit, shall have supreme power to administer and manage all its external and internal affairs. The Congregation, however, shall in all things be bound to the authority of the Word of God.
- 5.2 **Right of Calling** – The right of calling Ministers of Religion, Ordained and Ministers of Religion, Commissioned shall be vested in the Congregation as represented by the voting members in assembly.
- 5.3 **Decisions** – Decisions concerning doctrine and conscience shall be made based on the Word of God in the Holy Bible; other matters shall be decided by voting members in assembly.
- 5.4 **Property Rights**
 - 5.4.1 **Ownership** - The Congregation shall have the right to acquire, own, or transfer property necessary for the successful realization of its mission.
 - 5.4.2 **Property Disposal** - Should a separation take place, the property of the Congregation shall remain with those members who continue to adhere in confession and practice to Section 2 of this Constitution. In the event the Congregation should totally disband, the property and all rights connected therewith shall be transferred to the LCMS.

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5.5 Removal from Office – In a Christian and lawful manner, as prescribed in Matthew 18:15-20, the Congregation, by ballot, may remove or dismiss from office any Called Minister of Religion. Valid and urgent causes for removal or dismissal shall be persistent adherence to false doctrine, scandalous life, persistent neglect, or inability to perform his/her official duties. An additional valid cause for dismissal is Congregation financial hardship necessitating a reduction in force.

6.0 ORGANIZATION

Grace Lutheran Church shall be led by its Pastor. The Pastor is responsible for directing all ministry efforts and shall report to the Board of Directors. Appendix A of this Constitution and By-Laws shows the Grace Lutheran Church organization structure.

6.1 Board of Directors – All duly elected members of this Congregation's Board of Directors shall have the responsibility and authority conferred upon them by this Constitution and By-Laws, and by the Congregation acting through its assembly of voting members. Responsibility and authority may be altered or revoked by the assembly of voting members.

The Board of Directors shall consist of seven members elected by the assembly of voting members of this Congregation. These members shall include the Chairperson, Vice Chairperson, Secretary, and four Members-at-Large.

6.2 Trustees and Officers – The Trustees and Officers of Grace Lutheran Church shall consist of the Board of Director's Chairperson, Vice-Chairperson, and Secretary. The Trustees shall have the authority to represent the congregation legally, as provided under Title 10A, Chapter 3, Code of Alabama 1975, as last amended.

7.0 AUXILIARY ORGANIZATIONS

To coordinate our ministry effectively and carry out the purpose of this Congregation, organizations within the Congregation may exist by the consent and approval of the Pastor and Board of Directors, and these organizations shall function under the oversight of the Pastor. All activities of these organizations shall be in keeping with the purpose of this Congregation as stated in the Preamble to this Constitution. The Pastor, by virtue of his office, shall be the spiritual advisor for such organizations.

8.0 WORSHIP AND TEACHING MATERIAL

Material used in the worship and teaching ministry of this Congregation shall be in conformity with Section 2.0 of this Constitution.

9.0 SYNODICAL AFFILIATION

Grace Lutheran Church is voluntarily affiliated with the Lutheran Church Missouri Synod (LCMS) for the purpose of building up the Body of Christ. To that end, this Congregation endorses and supports the work of the Synod as long as the Synod's constitution is in accord with Scripture and in no way hinders or binds the autonomous nature of the Congregation for mission and ministry.

10.0 BY-LAWS

This Congregation shall adopt and amend such By-Laws as may be required for the accomplishment of its purpose as set forth in the Preamble to this Constitution.

11.0 AMENDMENTS

All amended Constitution and By-Laws approved by the congregation will be submitted to the LCMS Southern District Constitutions Committee for review and referral to the District Board of Directors.

11.1 Constitutional Amendments – Amendments to the Constitution shall be adopted at a duly convened meeting of the assembly of voting members, provided that the following conditions are met:

1. The meeting is attended by at least 10% of the voting members.
2. Such proposed amendments have been drafted by an ad hoc committee of five voting members appointed by the Chairperson of the Board of Directors, or have been supported by a petition signed by at least twelve voting members.
3. Such proposed amendments have been submitted in writing to the Board of Directors for approval for distribution. The intent to amend the Constitution shall be announced in each regular Sunday service for at least two weekends prior to the meeting to adopt the amendments. The proposed amendments shall be posted in a prominent place not less than thirty days prior to the meeting in which the amendment is to be voted upon. The date for consideration of the amendment shall accompany the posted proposed amendment.
4. Amendments to Section 2.0 shall require a 90% majority vote
5. Amendments to sections of the constitution other than Section 2.0 shall require a two-thirds majority vote.

11.2 By-Law Amendments – Amendments to the By-Laws shall be adopted at a duly convened meeting of the assembly of voting members provided that the following conditions are met:

1. The meeting is attended by at least 10% of the voting members.

2. Such proposed amendments have been drafted by an ad hoc committee of five voting members appointed by the Chairperson, or have been supported by a petition signed by at least twelve voting members.
3. The intent to amend the By-Laws shall be announced in each regular Sunday worship service for at least two weekends prior to the meeting to adopt the amendment. The proposed amendment shall be posted in a prominent place not less than fourteen days prior to the meeting in which the amendment is to be voted upon. The date for consideration of the amendment shall accompany the posted proposed amendment.
4. Amendments to the By-Laws shall require a two-thirds majority vote.

BY-LAWS

12.0 MEMBERSHIP

12.1 Admission into Membership

12.1.1 Baptized Membership shall include those who have been baptized and have come under the spiritual care of Grace Lutheran Church.

12.1.2 Confirmed Membership shall be by one of the following methods:

1. Confirmation at Grace Lutheran Church.
2. Transfer. Persons coming with a letter of transfer from a Lutheran Church Missouri Synod congregation or a congregation in fellowship with the Lutheran Church Missouri Synod, who meet membership requirements, shall be received by the Pastor and reported to the Board of Directors.
3. Profession of faith. Other persons who have not previously been confirmed as members of a Lutheran congregation, shall be received by the Pastor and reported to the Board of Directors, provided that:
 1. They accept Christ Jesus as personal Lord and Savior.
 2. They have been baptized in the name of the Triune God.
 3. They have been instructed in and accept Lutheran doctrine regarding sin, grace, forgiveness, and the sacraments.
 4. They accept the Holy Bible as the inspired Word of God.
 5. They accept the three ecumenical creeds (see Section 2).
 6. They pledge themselves, with the help of the Holy Spirit, to share in the privileges and duties of confirmed membership as set forth in Section 12.2, below.

12.1.3 Voting Membership shall be confirmed members who have reached the age of eighteen.

12.2 Privileges and Duties of Membership

Privileges and duties of members of this Congregation include the following:

1. Grow in the Christian faith and life by active participation in this Congregation's worship services and in the study of God's Word (e.g., Bible study, sharing/growth groups, etc.) and by study of the Scripture in the home (Heb. 10:25 and Heb. 5:13-6:1). Eligible members shall partake of the Lord's Supper frequently (i.e., as often as the Lord's Supper is offered at Grace Lutheran Church and the members are open to the movement of the Holy Spirit in their lives), thereby celebrating the forgiveness of their sins and strengthening their faith (Matt. 26:26-28).
2. Make prayer a regular part of each day (1Thess. 5:17, Rom. 12:12, Eph. 6:18).
3. Give witness to their faith by living lives which glorify God (Matt. 5:14-16, John 15:8, 1Cor. 10:31).
4. Give sacrificially to the Lord of their material blessings so that God's Word may be spread in our community and throughout the world (1 Cor. 16:1-4, 2 Cor. 9:7-15).

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5. Give of their time by using their spiritual gifts so that the purposes and functions of this Congregation may be more fully realized (Eph. 4:7, 1 Cor. 12:6, 1 Tim. 4:14) to the glory of God.
6. Provide for Christian training of their children by instruction at home and through ministries of the Congregation (Prov. 22:6, 1 Tim. 3:14-17).
7. Conscientiously and prayerfully exercise the right to participate in decision-making matters as voting members in meetings.

12.3 Removal from Membership

Removal from membership shall be by one of the following methods:

1. Transferring to another Lutheran Church Missouri Synod congregation or to a congregation in fellowship with the Lutheran Church Missouri Synod. A member in good standing requesting release to a Lutheran Church Missouri Synod congregation, or a congregation in fellowship with the Lutheran Church Missouri Synod, shall apply to the Pastor, who shall issue a letter of transfer and report the action to the Board of Directors.
2. Joining another church. In cases where a member has joined another congregation, the individual shall be considered as having terminated membership in Grace Lutheran.
3. Abandonment. A member whose whereabouts are unknown and cannot be established for a period of one year may be removed by the Pastor and reported to the Board of Directors.
4. Excommunication. (See Section 13.1)
5. Self-exclusion. A member who is unwilling to participate in the spiritual life of the Congregation according to Section 12.2 for a period of one year has thereby chosen self-exclusion and may be removed from membership.

A person whose membership has been removed has forfeited all rights of a member of this Congregation and all claims upon the property of the Congregation as such or upon any part thereof, as long as (s)he has not been reinstated into membership.

13.0 DISCIPLINE IN THE CONGREGATION

All discipline in this congregation and associated ministries shall be administered in accordance with the order of discipline laid down in Matthew 18:15-20 and 1 Corinthians 5:1-5 and other related Biblical principles. The following procedure shall be followed under the direction of the Pastor and the Board of Directors.

13.1 Excommunication: Any member who persistently demonstrates unchristian conduct shall be admonished by the Pastor according to Matthew 18:15-20. If the member refuses to amend a sinful life after proper admonition, the member shall be recommended to the Congregation for excommunication. A two-thirds majority vote at an assembly of voting members shall be required for excommunication.

13.2 Restoration: Persons who have been excommunicated from membership for whatever reason shall be restored with all rights and privileges when they repent and ask forgiveness

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through the Pastor and the Board of Directors. Both acts of discipline and restoration shall be made known to all voting members by whatever method the Pastor deems most suitable.

13.3 Provisions Pertaining to Elders Ministry Team Members

Any member of the Elders Ministry Team who willfully neglects the Congregational membership responsibilities stated in Section 12.2, above, or the responsibilities of the Elder position will be counseled by the Pastor. If the issue is not corrected, the Pastor will identify the need to remove the member from the Team and will notify the Board of Directors. Final decision will be made by the Board of Directors. When an office becomes vacant, at the next assembly of voting members, a successor shall be nominated and elected in accordance with Section 14, below.

13.4 Provisions Pertaining to the Board of Directors Members

Any member of the Board of Directors who willfully neglects the Congregational membership responsibilities stated in Section 12.2, above, or the duties of his/her office may be removed by a majority vote of the Board of Directors. When an office becomes vacant, at the next assembly of voters, a successor shall be nominated and elected in accordance with Section 14, below.

13.5 Provisions Pertaining to the Ministers of Religion (with exception of the Pastor)

Sufficient grounds for removing a Minister of Religion shall be persistent adherence to false doctrine, scandalous life, willful neglect of official duties, or evident and protracted incapacity to perform the function of the sacred office. The Pastor or designee shall carefully investigate charges on any of these counts. Should such charges be substantiated by clear evidence, the individual involved shall first be given an opportunity to resign his/her position in the Congregation. Such opportunity having been given and declined, the Pastor shall, after consultation with the appropriate officers of the Southern District, notify the voting membership of the situation, and shall submit the matter for action at a special meeting of that body. The meeting must be attended by at least 10% of the voting members, and two-thirds majority of the voting members present, shall be required to remove a Minister of Religion.

Should the occasion to remove a Minister of Religion arise, the intent to remove shall be announced by the Chairperson of the Board of Directors in all church publications and at regular worship services on the two weekends preceding a special meeting of the voting members called for that purpose.

13.6 Provisions Pertaining to the Pastor

Sufficient grounds for removing a Pastor shall be persistent adherence to false doctrine, scandalous life, willful neglect of official duties, or evident and protracted incapacity to perform the function of the sacred office. The Board of Directors shall carefully investigate charges on any of these counts. Should such charges be substantiated by clear evidence, the Pastor shall first be given an opportunity to resign his position in the Congregation. Such opportunity having been given and declined, the Board of Directors shall, after consultation with the appropriate officers of the Southern District, notify the voting membership of the situation, and shall submit the matter for action at a special

meeting of that body. The meeting must be attended by at least 10% of the voting members, and two-thirds majority of the voting members present, shall be required to remove a Pastor.

Should the occasion to remove a Pastor arise, the intent to remove shall be announced by the Chair of the Board of Directors in all church publications and at regular worship services on the two weekends preceding a special meeting of the voting members called for that purpose.

14.0 ELECTION OF THE BOARD OF DIRECTORS AND ELDERS MINISTRY TEAM

14.1 Nomination Procedure

The Board of Directors shall announce to the Congregation its selection of three voting members who, together with the Pastor or the Pastor's representative, shall serve as the Nominating Committee. Note: Members of the Nominating Committee are eligible for office. The voting members may suggest the names of spiritually qualified members to the Committee. Spiritually qualified members are those who meet the following criteria:

1. Fulfill privileges and duties of membership (Section 12.2)
2. Communicate a willingness to serve
3. Complete an overview training session for the Board of Directors
4. Sign the Board of Directors Covenant

The Nominating Committee shall prepare a slate of spiritually eligible candidates drawn from among the voting members of the Congregation. In preparing the slate of candidates, the Nominating Committee shall make every effort to match the abilities of candidates for office to the positions for which they are nominated. This will normally result in a slate presenting two candidates per office when possible. Nominees for the Elders Ministry Team (EMT) shall be men selected in accordance with the Scriptures (1 Timothy 3:1-7 and Titus 1:6-8).

The slate of candidates shall be made available by the nominating committee at least two Sundays prior to the election. Any voting member of the Congregation may submit to the Committee additional names for inclusion on the slate provided that the Nominating Committee shall have found the additional candidates spiritually qualified criteria listed above.

At least one week before the date of the election meeting, the Nominating Committee shall post the final slate of candidates in a prominent place. The election will take place no later than one month prior to the beginning of the fiscal year.

14.2 Election Procedure

From the slate of candidates submitted by the Nominating Committee, the voting membership shall elect by ballot and simple majority vote, the following officers and Board members in the order herein indicated:

1. Members of the Board of Directors

2. Members of the Elders Ministry Team

Only candidates defeated for office may be placed in nomination by the voting membership at the election meeting for any office not yet filled. Election must be by written ballot unless there is no contest for a position and then the nominee is declared elected unanimously.

14.3 Installation of Officers – Term of Office

The newly elected officers and board members of the Congregation shall be installed prior to the beginning of their term of office. With the exception of the initial Board formation, all Board Members shall be requested to serve for a term of two years. Each term shall begin on August 1st following the election. Members of the Board of Directors may not serve more than two full consecutive terms; however, they are eligible to serve again after two years off the Board. In the event a vacancy occurs between regular elections, a special assembly of the voting members may be held to fill the vacancy for the remainder of the term.

For the initial Board formation, the Chair, Vice-Chair, and Treasurer positions will be elected by majority selection among available candidates. The four Member-at-Large positions will be determined by the highest number of votes excluding the Chair, Vice-Chair, and Treasurer positions. Term length for the initial Chair will be two years, at the end of which the Vice-Chair will assume the Chair position. Term length for the Vice-Chair and two other members of this initial Board will be three years, to allow for staggering follow-on elections.

In all following terms, the sitting Vice-Chair will assume the Chairperson position for the remaining year of his/her term, and the incoming Vice-Chair and Treasurer positions will be elected by majority selection among available candidates. In the event the Chairperson is unable to complete his/her term, the Vice-Chair will assume the duties of Chair and the vacant Vice-Chair's duties will be then be filled by a Member-at-Large selected by the Chair until the next election meeting. The balance of the Board of Directors will then be selected as Board Members-at-Large to ensure that all seven director positions are filled. Member-at-Large positions on the Board will be those that receive the highest number of votes for filling the positions that election year.

15.0 DUTIES OF OFFICERS – FUNCTIONS, POWERS, ORGANIZATION OF THE BOARD OF DIRECTORS

15.1 The primary role of the Board of Directors shall be to provide accountability and support for the Pastor by approving annual goals and measuring progress towards meeting these goals, and by creating and enforcing Guiding Principles in three categories:

1. Mission Principles defining for the Pastor what ends the Congregation exists to achieve.
2. Boundary Principles defining for the Pastor what means may not be used in pursuit of achieving those ends.

3. Accountability Principles defining for the Board Chairperson how the Board is to establish the Guiding Principles and how it is to monitor the Pastor's compliance with them through an annual review.

15.2 The Board shall determine Pastor's compensation, within the confines of the approved budget, based on his achieving the Mission Principles and respecting the Boundary Principles. The Board shall influence all other operating and financial decisions through written policy in the Guiding Principles. The Board shall leave the leadership of the Congregation to the Pastor and shall leave the management of the Congregation to the staff under the direction of the Pastor.

15.3 In matters that require Board action by law, the Board shall routinely consider and approve any motion of the Pastor or Chairperson without discussion unless a member of the Board believes it violates the Guiding Principles, in which case the action shall be discussed before a vote. Action of the Board shall be by majority vote.

15.4 The Board shall meet quarterly and at other special times as needed when called by the Chairperson or requested by the Pastor. All Board members shall receive at least 24-hour notice of every meeting by electronic, verbal, or written means. However, such notices may be waived by unanimous consent. A minimum of five board members must participate in a meeting for any actions requiring votes to be taken.

15.5 The Board Chairperson's duties shall include the following:

1. Enforce the Accountability Principles.
2. Conduct a quarterly review of governance tasks.
3. Work with the Pastor to establish the agenda for all meetings of the Board and assemblies of voting members.
4. Lead the Board meetings when discussing the Pastor's performance and compensation.
5. Lead all meetings of the assembly of voting members.
6. Provide counsel with any Board member who is not fulfilling responsibilities.
7. Vote in all actions requiring a vote.
8. Cast the deciding vote in any meeting where there is a tie vote.
9. Fulfill all Trustee responsibilities.
10. Establish a Task Force for an annual financial review.

15.6 The Vice-Chair shall carry out the following duties:

1. Assume all responsibilities of the Chair in his/her absence.
2. Vote in all actions requiring a vote.
3. Be in training for assuming the Chair position.
4. Fulfill all Trustee responsibilities.

15.7 The Secretary shall carry out the following duties:

1. Maintain the minutes of all meetings of the Board of Directors and Assembly of Voting Members.
2. Submit Minutes of meetings of the Assembly of Voting Members and Board of Directors at for approval at the next corresponding regular meeting.
3. Conduct official correspondence of the Board of Directors and the Assemblies of Voting Members.
4. Ensure that the legal records of the Congregation are appropriately recorded and maintained.
5. Be a signatory with regard to all legal documents and contracts executed on behalf of the Congregation.
6. Act as financial liaison between the Ministry Staff and the BoD reporting any issues to the BoD.

15.8 The Members-at-Large shall have the following duties:

1. Attend all Board meetings.
2. Participate in discussions on all issues brought before the Board.
3. Vote on all issues which require a vote of the Board.
4. Participate on any special teams or projects assigned to the Member-at-Large.
5. Perform other duties which may be assigned by the Chairperson.

15.9 Members of the Board of Directors shall, to the best of their ability, enforce the Constitution and By-Laws of the Congregation and carry out the expressed will of the Congregation as embodied in the resolutions of the voting membership.**15.10** The Board of Directors shall act on behalf of the Congregation in all matters delegated to it by the Constitution and By-laws or by action of the Congregation. However, the Board of Directors shall not, on its own, take any of the following actions:

1. Call or remove Called Ministers of Religion.
2. Undertake capital campaigns of any amount greater than 5% of the current year financial plan.
3. Incur long-term debt.
4. Buy, sell, mortgage, or transfer real estate.
5. Elect Members of the Board of Directors.
6. Execute a merger or dissolution of the Congregation.
7. Affirm on behalf of the Congregation, changes to the Mission or Core Values of the Congregation.
8. Affirm on behalf of the Congregation the annual ministry and financial plan.

15.11 The Congregation shall indemnify any and all persons, their heirs, administrators, successors, and assigns that may have, currently are, or in the future become officers and directors, as set forth in these By-Laws. They shall be indemnified for all expenses,

including amounts paid upon judgments, counsel fees, and amounts paid in settlements, actually and necessarily incurred by such person in connection with the defense of settlement of any claim, action, suit, or proceeding which may be asserted against them or any of them by reason of being or have been an officer or directors as defined by these by-laws. However, the congregation shall not indemnify any such director or former director if judged in any action, suit, or proceeding to be liable for his/her own negligence or misconduct in the performance of his/her duties.

This indemnification is provided only to the extent any insurance will ultimately pay the costs or reimburse the Congregation. If the insurance will pay or reimburse subject to the Congregation first paying or reimbursing any officer or director, it shall then be the responsibility of the Pastor, with the authorization of the Board of Directors to borrow or otherwise arrange for sufficient funds to first pay the officer or director. Subsequent reimbursement will be exclusively for the benefit of the congregation.

If the insurance company refuses to honor its legal commitment, such officer or director may on his/her own behalf or on behalf of the Congregation, initiate legal action or such other measures to compel the insurance company to honor the contract. If such legal action is on the behalf of the officer or director, then all damages shall go to such officer or director. Otherwise, all damages will go to the Congregation. If such action is on behalf of the Congregation, the Congregation shall first pay or reimburse such officer or director to the extent of actual incurred costs.

16.0 OFFICE OF ORDAINED AND COMMISSIONED MINISTERS OF RELIGION

Calling a professional minister is the privilege and responsibility of all members of the Congregation. The Congregation may choose to fill the office of professional minister by contract. The professional minister is responsible to the Congregation but shall function in accordance with the organizational structure presented in this section.

16.1 Calling Procedure

16.1.1 Procedure for Calling a Pastor

In the case of a vacancy in the office of a Pastor, the Board of Directors shall establish a Call Committee, whose membership and activities are detailed below.

The Call Committee shall consist of no fewer than two members of the Board, no fewer than two members of the Elders Ministry Team, and no fewer than three members from the Congregation at large. The Call Committee shall function as follows:

1. Elect a Call Committee Chairperson at its first meeting
2. Establish criteria for the position, with special attention to the leadership needs under Policy-Based Governance
3. Seek appropriate assistance from the Southern District President of the LCMS
4. Call for nominations from the Congregation for a period of 30 days (Nominations must be presented to the Call Committee in writing)

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5. Establish an effective interview and evaluation process
6. Present a summary of their work and recommendation(s) to the Board of Directors for its affirmation prior to Congregational vote to call

The recommendation(s) of the Call Committee shall be presented to the Congregation at least one week prior to a vote to extend a call.

Voting shall be by secret ballot. A candidate must receive a simple majority of the votes cast to be elected. If no one receives a majority, the candidate(s) with the fewest votes is removed, and the process repeated until one candidate receives a majority. A motion should then be made to make the election unanimous; the Call Committee Chairperson will notify the candidate of election.

16.1.2 Procedure for Calling other Ministers of Religion, Ordained or Ministers of Religion, Commissioned

The Board of Directors, in conjunction with the Pastor, shall follow the same procedure as outlined above, for the calling of additional Ministers of Religion, Ordained, and Ministers of Religion, Commissioned. In addition, the established Call Committee shall adhere to the following:

1. Include either the Pastor or his designee
2. Include the Principal or his/her designee in the case of a called teacher
3. Not allow the Pastor or his designee to serve as Call Committee Chairperson
4. Ensure recommended candidates engage in a personal interview with the Pastor and Principal, in the event the vacant position is part of the school faculty.

16.2 Responsibility

16.2.1 The Offices of Ministers of Religion, Ordained (Pastoral Offices)

1. The Pastoral Office is the authority conferred upon Pastors by God, through a call of the Congregation (the holder of the priesthood and of all Congregational authority) to exercise in public office the common rights of spiritual priesthood in behalf of all, as recorded in 1 Peter 5:1-4. The Pastoral Office is the primary office in the Congregation from which all other offices of the Congregation issue. However, the Pastor may establish as many auxiliary offices and ministry teams as needed and determine what work is to be assigned to such offices.
2. Upon being installed, the Pastor is authorized and obligated to proclaim to the Congregation, jointly and severally, the Word of God in its full truth and purity, as contained in the canonical writings of the Old and New Testaments and professed in the Book of Concord of the year 1580.

In calling a Pastor to preach the Word of God and to administer the sacraments on their behalf, the members of the Congregation exercise their royal priesthood and by no means relinquish it. This is the privilege and responsibility of all members of the church.

16.2.2 The Offices of Ministers of Religion, Commissioned

The Offices of Ministers of Religion, Commissioned, shall be filled by those who meet the confessional, academic, spiritual, and moral qualifications of this Congregation as herein established.

Ministers of Religion, Commissioned shall function as follows:

1. Serve in a team ministry accountable to the Pastor or the Principal as appropriate.
2. Assist and lead in their respective areas, and promote and encourage Congregational involvement in those areas.

16.2.3 Lay Employees and Contracted Ministers of Religion

Authority for hiring and removal of the school non-called faculty and staff will reside with the principal under advisement of the pastor. Authority for hiring and removal of other non-called staff will reside with the pastor. Other staff positions shall be filled by individuals who meet the professional, spiritual, and moral qualifications of this Congregation as herein established.

All staff members shall function as follows:

1. Serve in a team ministry under the direction of the Pastor or his designee.
2. Assist, lead, and fulfill responsibilities in their respective areas.

Staff and Elected positions

No staff member or member of his/her immediate family shall occupy an elected office of the congregation.

17.0 MINISTRY TEAMS

17.1 Elders Ministry Team (EMT)

The responsibilities of this team are to care for the spiritual welfare of the Pastor and members of the Congregation, and to promote spiritual growth within the Congregation.

Scripture shall be used to determine the qualifications of Elders (1 Timothy 3:1-7 and Titus 1:6-8). The responsibilities of the Elders Ministry Team (EMT) include performance of duties defined in this Constitution and By-Laws. The Chairman or designee from the Elders shall provide the Board of Directors a quarterly report discussing the spiritual welfare of the Congregation and recommending ways to enhance parish spiritual health.

Elders shall assist the Pastor, as he requests, in the spiritual care of the Congregation. Elders are to encourage church attendance and proper exercise of the Sacraments, and to preserve good order during worship. They are to assist the Pastor in ministering to the sick by anointing and praying for those who are in need, in accordance with Scripture (James 5:14-15). Elders are responsible for the spiritual care of the Pastor, staff, and day school

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faculty. An Elder shall be assigned to the Pastor and his family to ensure effective communication and to minister to their needs.

Where church discipline of any member is necessary, Elders shall prayerfully consider the case with the Pastor and act in accordance with Scriptural guidelines (Matthew 18) for the spiritual welfare of the member involved.

If requested by the Pastor, or in the event the Pastoral Office is vacant, the Elders shall assist or be prepared to coordinate or lead worship activities, including but not limited to ushers, altar guild, music, acolytes, readers, bulletin preparation, approval of supplies, special events, children’s message, sanctuary changes, time and place of worship, announcements, liturgy, and preaching. The Elders are authorized by the Congregation to administer the Sacraments on their behalf.

The Elders shall meet as needed to fulfill their responsibilities as determined by the EMT Chairman or as requested by the Pastor. The EMT Chairman is responsible for delegating duties and assuring that overall responsibilities of the EMT are being met. In the event of a conflict within the EMT or with the Pastor, the Team is responsible for seeking resolution from the Board of Directors or Congregation according to the By-Laws.

EMT members will serve a one-year term with no term limits. At the end of each term, a determination will be made as to whether the EMT member serves another term. After consulting with the EMT member, Pastor will make this determination. Any vacancies on the Team will be filled through the nomination and election process as described in Section 14 of this Constitution and By-Laws.

17.2 School Ministry Team

The Grace Lutheran School Ministry Team shall consist of at least six members and no more than ten members. Team members shall be selected by the Principal with the approval of the Pastor. Team members shall include Grace Lutheran Church members and may include people who are not members of Grace Lutheran Church, but are affiliated with the school as parents, grandparents, etc. At least one-half of the School Ministry Team shall be Grace Lutheran Church members. The Leader of the School Ministry Team shall be a Grace Lutheran Church member.

The School Ministry Team will be an advisory panel and support group for the Principal and the school’s ministry. Any policies and procedures recommended by the School Ministry Team must also be approved by the Principal. The Principal will then forward recommended changes to the Pastor and the Board of Directors for final approval and implementation.

Team members shall serve one-year terms with no term limits. At the end of each term, a determination shall be made as to whether the Team member serves another term. After consulting with the Team member, the Principal, with approval of the Pastor, shall make this determination.

17.3 Other Ministry Teams

Grace Lutheran Church recognizes Christ's call to equip God's people for works of service (Ephesians 4) and God's promise that He gives to each Christian spiritual gifts with which to serve Him (1 Corinthians 12:7; 1 Peter 4:10; 1 Peter 2:9). Grace Lutheran also recognizes the fact that the ministry of the church belongs to the people of the church, and this Congregation is committed to mobilizing every member for ministry in the body of Christ. Therefore, the Pastor may establish other ministry groups, task forces, and teams with specific areas of responsibility.

18.0 ASSEMBLY OF VOTING MEMBERS

Regular meetings of the assembly of voting members shall be held in the 2nd and 4th quarters of the fiscal year. The function of the 4th quarter meeting shall be to conduct business as required, along with approval of the yearly budget and the yearly plan of action, and election of officers and Board members. The function of the 2nd quarter meeting shall be to provide reports to the Congregation from the Pastor, Principal, and Chairperson of the Board of Directors with emphasis on activities, accomplishments, goals, and plans for the year, and to conduct other business as required. Both meetings shall also provide a forum for effecting involvement and communication within the Congregation. The exact date and time of the meetings shall be set by the Chairperson of the Board of Directors. An agenda identifying the business items to be acted upon at regular meetings shall be printed in the bulletin the Sunday preceding the weekend of the meetings. Additional meetings may be called by the Chairperson of the Board of Directors or the Pastor, or by the written petition of ten voting members of the congregation.

For voting purposes at assembly meetings, the total number of members present shall constitute a quorum and two-thirds majority vote of those present shall be sufficient to pass an issue, with certain exceptions. The exception to this rule is that in the cases below, a quorum shall consist of 10% of the voting membership.

1. Amendments to the Articles of Incorporation and the Constitution and By-Laws.
2. Erection of buildings.
3. Purchase or sale of real property.
4. Removal of an Ordained or Commissioned Ministers of Religion or other member from his/her office.
5. Excommunication.

Voting by proxy shall be inadmissible. Voting by absentee ballot on issues which include erection of buildings, purchase of real property, or borrowing of money shall be available provided the voter has reviewed information pertinent to the subject and cannot attend the meeting due to being out of town or being ill. For those qualifying for absentee voting, ballots will be provided one week prior to the meeting and must be returned to a designated guardian of the ballots prior to the start of the meeting in question.

19.0 AUXILIARY ORGANIZATIONS

An auxiliary organization is a group within Grace Lutheran Church whose organizational structure is established outside the election procedure of these By-Laws. The purpose of all

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auxiliary organizations shall be to participate in the mission and ministries of Grace Lutheran Church and all such organizations are under the oversight of the Pastor or his designee.

A new group wishing to be recognized as an auxiliary organization to participate in this Congregation's mission and ministry must schedule a presentation to the Pastor. The purpose of this presentation is to inform the Pastor of the group's nature and purpose. After the presentation, the Pastor shall recommend approval/disapproval of the proposed auxiliary organization to the Board of Directors, with final approval/disapproval of the organization by the Board of Directors.

The Pastor shall announce the formation of the new auxiliary organization to the Congregation via the next regular publication (e.g. Grace Notes, etc.).

**APPENDIX A
ACCOUNTABILITY STRUCTURE**

