

*CONSTITUTION AND BYLAWS*

*OF*

*GRACE EVANGELICAL LUTHERAN CHURCH*

*OF*

*SCAPPOOSE*

*COLUMBIA COUNTY*

*OREGON*

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## BYLAWS

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## PREAMBLE

It being the will of the Lord that a Christian congregation not only conform to the word of God in doctrine and practice (Psalm 119:115 and 2 Timothy 4:1-5), but also that all things be done decently and in order (1 Corinthians 14:40); therefore, we, the undersigned Lutherans, resident and near Scappoose, Columbia County, Oregon, in addition to the articles under which this congregation is incorporated, set forth in this present document the Constitution and Bylaws in accordance with which all congregational affairs, both spiritual and material, shall be regulated and conducted.

### ARTICLE I

#### NAME

The name of this congregation shall be GRACE EVANGELICAL LUTHERAN CHURCH of Scappoose, Columbia County, Oregon. (hereinafter referred to as Congregation)

### ARTICLE II

#### PURPOSE

The object of this Congregation is and shall be to minister to its members and to disseminate the Gospel of Christ according to the Confessional Standard of the Lutheran Church; to preach the Word of God in its truth and purity; to administer the sacraments according to Divine Institution; to provide for the religious and secular training and instruction of both youth and adult; to administer charity; and to encourage Christian fellowship.

To accomplish this, the Congregation does hereby affiliate with the Synodical organization known as THE LUTHERAN CHURCH--MISSOURI SYNOD (hereinafter referred to as Synod), and agrees to support its programs and endeavors, as long as the Synod remains true to the Word of God and The Lutheran Confessions.

### ARTICLE III

#### CONFESSION

This Congregation acknowledges and accepts all the canonical books of the Old and New Testaments as the revealed Word of God, verbally inspired, and acknowledges and accepts all the confessional writings of the Evangelical Lutheran Church contained in the Book of Concord of the year 1580, to be the true and genuine exposition of the doctrine of the Bible.

These confessional writings are: the three Ecumenical Creeds (Apostles', Nicene, and Athanasian), The Unaltered Augsburg Confession, The Apology of the same, and The Formula of Concord, The Smalcald Articles, The Large Catechism of Luther, The Small Catechism of Luther and The Formula of Concord.

All teaching and preaching within this Congregation shall always be in conformity to the Holy Scriptures and these confessions and all doctrinal controversies which may arise shall be judged on and decided according to them.

## ARTICLE IV

### MEMBERSHIP

The membership of this Congregation includes the following:

- A. Baptized members are all who have been baptized in the name of the Triune God and who are under the spiritual care of this Congregation, including the children who have not yet been confirmed.
- B. Communicant members are those baptized members who accept the confessional standard of Article III of this constitution, are familiar with the contents of Luther's Small Catechism, and are not members of organizations whose principles and conduct conflict with the Word of God.
- C. Voting members are communicant members who have reached the age of 18 years, have been received by the Voters Assembly, and have signed the constitution of the Congregation.
- D. Members of the Congregation shall strive to conform their lives to God's Word and to that end make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept Christian admonition as the need of such admonition becomes apparent, and be readily available for service in the kingdom of Christ within and beyond the congregation.
- E. Membership shall 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. In cases of excommunication or self-exclusion, each case shall be presented individually to the Voters Assembly for a decision. Communicant members who conduct themselves in an unchristian manner shall be admonished according to Matthew 18:15-20. If they remain impenitent after proper admonition, they shall be excommunicated. In all disciplinary cases, the congregation will follow its stated and adopted guidelines.
- F. A person under excommunication who, by the grace of God, repents and takes steps to amend, shall declare repentance before the Pastor and one Elder and shall be readily forgiven and reinstated to full Communicant membership. Such action shall be announced at the next regular meeting of the Voters' Assembly.

## **ARTICLE V**

### **AUTHORITY OF THE VOTERS ASSEMBLY**

#### **A. GENERAL**

The Voters Assembly as a body shall have authority to administer and manage all its external and internal affairs. The establishment and conduct of all institutions and societies within the Congregation shall at all times be subject to the approval and supervision of the Voters Assembly.

The following acts shall be done with express approval or instruction of the voting membership: purchase or sale of property, approval of building plans and adoption of budget.

The Voters Assembly, however, shall not be empowered to decide anything contrary to the Word of God and the Confessions of the Lutheran Church (Article III). Decisions shall be made by majority vote unless otherwise specified by the Constitution or Bylaws.

#### **B. RIGHT OF CALLING**

The right of calling pastors shall be vested in the voting membership of the Congregation and shall never be delegated to a smaller body or to an individual.

#### **C. REMOVAL FROM OFFICE**

Any pastor, teacher, or elected officer may be removed from office by the Congregation, through its Voters Assembly, by two-thirds (2/3) majority ballot vote, in Christian and lawful order, for one of the following causes:

1. inability to perform official duties;
2. persistent adherence to false doctrine;
3. ungodly life;
4. willful neglect of official duties.
5. domineering in office

## **ARTICLE VI**

### **OFFICERS AND BOARDS**

- A. The officers of the Congregation shall be: President, Vice-President, and Secretary. Other officers and boards may be elected in accordance with the needs of the Congregation.
- B. All officers, boards and committees elected or appointed by the Congregation shall have no authority beyond that vested in them by the Voters Assembly. They shall perform all such duties as are delegated by the Voters Assembly and be guided by the principles of this Constitution and Bylaws.
- C. The Administration and management of the affairs of the Congregation shall be vested in the Church Council, within the limits of the Constitution and Bylaws.

- D. The Church Council shall consist of the Pastor, the chairperson of all boards, or their selected representatives, and elected officers of the Congregation.
- E. All governing rules and duties of the officers shall be outlined in the Standing Rules of the Congregation.

## **ARTICLE VII**

### **PASTORS AND TEACHERS**

The pastoral office of this Congregation, and other called positions, shall be conferred upon ministers who profess and adhere to the confessional standards set forth in Article III of this constitution, are qualified for their work, and have been endorsed by and are members of the Synod.

## **ARTICLE VIII**

### **CHURCH PROPERTY**

All property of the Congregation shall be under the management of the Board of Trustees. They are to manage the property and other assets, enter into contracts for any necessary repairs and improvements, and carry out any legal transactions which the Congregation as a corporation and owner of property should have to do in accordance with Article II. All actions are subject to the approval and direction of the Voters Assembly.

If at any time a separation should take place in the Congregation on account of doctrine, the property of the Congregation and all benefits therewith connected shall remain with those members who shall continue to adhere in confession and practice to Article III of this Constitution. If a division takes place for any other reason, the property shall remain with the majority of the communicant members.

In the event of dissolution of the Congregation, the title of all real property and other assets shall revert to the Northwest District of the Lutheran Church-Missouri Synod.

## **ARTICLE IX**

### **AMENDMENTS**

The Voters Assembly of this Congregation shall not be empowered to destroy the intention of Article II, Article III, Article IV (A. & B.), Article VIII and Article IX by repeal, alteration or amendment.

Any alterable or repealable article or paragraph of this Constitution may be altered or repealed, providing that:

1. the proposed amendment or revision has been read at the previous regular Voters Assembly meeting;
2. the amendment is fully publicized twice (2) at weekly intervals;
3. at least one-third (1/3) of the voting members present for the final vote;

4. two-thirds (2/3) of the voting members present, vote in favor of the change;
5. the date of adoption shall be included in the amendment and shall not be implemented until approved by the Board of Directors of the Northwest District of the Lutheran Church-Missouri Synod.

## **ARTICLE X**

### **AMENDMENTS: BYLAWS**

Bylaws to this Constitution may be adopted or revised in any constitutionally convened meetings of the Voters' Assembly, provided:

1. the proposed article or revision has been read at the previous regular meeting or has been provided in writing at least two (2) weeks prior to the meeting;
2. at least two thirds (2/3) of all voting members present at the meeting, cast their vote in favor of the proposed article or revision;
3. the amendment shall include the date adopted and shall not be implemented until approved by the Board of Directors of the Northwest District of the Lutheran Church-Missouri Synod.

GRACE EVANGELICAL LUTHERAN CHURCH  
SCAPPOOSE, COLUMBIA COUNTY, OREGON

BYLAWS

**BYLAW I** ADMISSION TO MEMBERSHIP

**Section 1** COMMUNICANT MEMBERSHIP

Persons coming with a letter of transfer from a Lutheran congregation which is a member of a body with whom the Lutheran Church-Missouri Synod is in official fellowship shall present such letter to the pastor to be submitted to the Elders at a subsequent meeting and acted upon.

Other persons shall submit their application to the Pastor or Elders, giving satisfactory information of their qualifications for membership.

All persons received into communicant membership by transfer, renewal, or confirmation, following a series of instruction in the fundamental Christian doctrines or profession of faith, must be admitted by a consensus of the pastor and Board of Elders.

All action and information regarding communicant membership shall be reported to the Church Council and Voters Assembly at subsequent meetings.

**Section 2** VOTING MEMBERSHIP

Every voting member is urged to attend the business meetings of the Voters' Assembly. A member waives the right to cast a vote during the meeting by failure to attend.

At a Voters' Assembly meeting of the Congregation, members may apply for voting membership. Upon majority vote of the voting members present they shall be declared voting members, after signing the Constitution and Bylaws of the Congregation.

Loss of communicant membership automatically removes the member's name from the roll of voting member.

**BYLAW II** MEETINGS

**Section 1** VOTER'S ASSEMBLY

All regular meetings of the Voters' Assembly shall be announced in the Congregation's bulletin and in the public service prior to the meeting.

The meetings of the Voters' Assembly shall be three (3) in number each calendar year and shall be held in the months of January, May, and August, or as appropriate.

Date, time and agenda of a meeting will be set by the Church Council.

The Annual Meeting of the Voters' Assembly shall be on or about the last Sunday of August. The meeting shall include the election of officers and board members and the adoption of the budget for the following fiscal year which runs September 1 to August 31.



Special meetings of the Voters' Assembly may be called by the Pastor, the Congregational president or any five (5) members of the Voters' Assembly by announcing in the same manner prescribed for regular meetings and stating the purpose of the meeting.

When a Voters' Assembly meeting has been called it shall be considered a properly convened and legal meeting. A simple majority vote of the voting members present shall suffice to conduct business.

All members of the Congregation may attend any meeting of the Voters' Assembly. However, only registered voting members shall have a vote.

## **Section 2 ORDER OF BUSINESS**

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

The following shall be the order of business of all regular meetings:

1. prayer;
2. registration of new voting members;
3. reading of the minutes of the last regular meeting and/or special meeting not previously read;
4. treasurer's report;
5. reports;
6. unfinished business;
7. new business;
8. open comments;
9. prayer;
10. adjournment.

## **Section 3 CHURCH COUNCIL**

The Church Council shall meet before the regular Voters' meetings. All boards, committees, and individuals are to present all resolutions, reports and motions to the Church Council for discussion and placing on the Voters' meeting agenda.

All regular meetings of the Council shall be determined at each prior meeting and shall be announced in the Congregation's bulletin and in the public service prior to the meeting.

Voting members of the Church Council shall include President, Vice-President, Secretary, Treasurer, Head Elder, Head Trustee, GCCC Chair, Board of Education Chair. The Pastor shall be an ex officio member of the Council and shall act in an advisory capacity only.

All members of Grace Lutheran Church Council must be voting members of Grace Lutheran Church."

Special meetings may be called by the President, or the Pastor, or by any three (3) members of the Church Council and shall be announced in the Congregation's bulletin and in the public service prior to the meeting.

A majority of the voting members of the Council shall constitute a quorum.

Council is empowered to go into Executive Session should subjects of a sensitive or extremely confidential nature arise, where public exposure is inadvisable. Executive session may be convened either within a Council Meeting, or on an ad hoc basis. A quorum of 2/3 of Voting and Advisory Council members must agree to initiate an Executive Session. No parliamentary action will emerge from such a session, which is closed to public participation or attendance; hence no prior notice will be given, other than to Council Members.

### **BYLAW III ELECTIONS OF OFFICERS**

A Nominating Committee of at least three (3) members shall be appointed by the President in the June Church Council meeting to nominate a slate of candidates for those positions which are to expire. This slate shall be presented at the Annual Meeting of the Voters' Assembly. Other nominations will be accepted from the floor previous to time of election.

The election of officers and/or board members shall be held in the Annual Meeting and be determined by majority vote. When more than one (1) candidate is listed for a position the vote must be by secret ballot. A slate with single candidates for each position may be elected by unanimous consent.

The elected officers and board members shall assume their duties the first (1<sup>st</sup>) Sunday in September.

In event of a vacancy in any position, the Church Council shall appoint a successor to serve out the term.

Officers and board members shall be elected to staggered terms where appropriate and should hold office until their successors have been elected.

### **BYLAW IV ROLE OF OFFICERS**

#### **Section 1 PRESIDENT**

The President of the Congregation shall preside at all meetings of the Church Council and Voters' Assembly.

The governing rules of the President shall be outlined in the Standing Rules of the Congregation.

Term of office is three (3) years.

#### **Section 2 VICE - PRESIDENT**

The Vice President, as a member of the Church Council, shall perform all the duties of the President when the President is unable to do so, and shall assist the President when requested.

The governing rules of the Vice-President shall be outlined in the Standing Rules of the Congregation.

The Vice-President shall succeed to the Presidency should a vacancy occur.  
Term of office is three (3) years.

### **Section 3 SECRETARY**

The Secretary, as a member of the Church Council, shall keep accurate minutes of the meetings of the Voters' Assembly and Church Council for the permanent records of the Congregation.

The governing rules of the Secretary shall be outlined in the Standing Rules of the Congregation.  
Term of office is three (3) years.

## **BYLAW V ROLE OF ADDITIONAL LEADERS**

### **Section 1 TREASURER**

The Treasurer, as a member of the Church Council, shall keep financial records of the Congregation current and available to all members and shall oversee disbursements for salaries and normal operating expenses from the deposited funds of the Congregation.

The governing rules of the Treasurer shall be outlined in the Standing Rules of the Congregation.  
Term of office is three (3) years.

### **Section 2 FINANCIAL SECRETARY**

The Financial Secretary and an Elder designee shall receive and record the congregational monies as designated by Church Council.

The governing rules of the Financial Secretary shall be outlined in the Standing Rules of the Congregation.

Term of office is three (3) years.

### **Section 3 BOARD OF ELDERS**

The number of Elders shall be proportional to the number of communicant members, preferably one Elder for not fewer than twenty (20) communicants, but not more than thirty (30).

The Board of Elders shall elect a Head Elder.

The Board of Elders shall assist the Pastor in assuring the general spiritual welfare of the Congregation and in difficult problems of the ministry, and see to it that congregational discipline is carried out in keeping with Scriptural instructions.

They must have a good understanding of doctrinal matters and also matters pertaining to a godly conduct of all members of the Congregation.

They shall assist the Pastor in cultivating a constant spirit of harmony among the members. When it is appropriate, together with the Pastor, they will seek help beyond the Congregation for the sake of harmony.

The governing rules of the Board of Elders and Head Elder shall be outlined in the Standing Rules of the Congregation.

Term of office is three (3) years.

The service of women shall include all things other than “those functions that are distinctive to the public exercise of the ministry of Word and Sacrament.” Word and Sacrament is interpreted as ministry carried out under the supervision of the pastoral office.

#### **Section 4 BOARD OF TRUSTEES**

The Congregation shall elect at least three (3) individuals to be members of the Board of Trustees.

The Board of Trustees shall elect a Head Trustee.

The governing rules of the Board of Trustees and Head Trustee shall be outline in the Standing Rules of the Congregation.

Term of office is three (3) years.

#### **Section 5 BOARD OF EDUCATION**

The Voter’s Assembly shall elect (1) member to the Board of Education, who shall be a member of the Church Council. The Board of Education shall include the Sunday School Superintendent, and the VBS coordinator.

The governing rules of the Board of Education shall be outlined in the Standing Rules of the Congregation.

Term of office is two (2) years.

#### **Section 6 GRACE CHRISTIAN CHILDREN’S CENTER BOARD (hereinafter known as GCCC)**

The Church Council shall appoint members to the GCCC Board.

The Voter’s Assembly shall approve the appointment of members to the GCCC Board.

The GCCC Board shall elect a chairperson who then shall be a member of the Church Council,

An appointee of GCCC Board shall supervise the Director.

The GCCC Board shall include the Director, Chairperson, Church Treasurer, Accounts Receivable Specialist, Pastor, and appointed members.

The governing rules of the GCCC Board shall be outlined in the Standing Rules of the Congregation.

Term of office for chairperson is three (3) years.

#### **BYLAW VI COMMITTEES**

No less than once per year the Church Council along with Voter's Assembly shall appoint committees and task forces it deems useful to advance its mission for that year.

The governing rules of each committee shall be outlined in the Standing Rules of the Congregation.

#### **BYLAW VII CALLING OF ROSTERED WORKER(S)**

In the event of a vacancy in the pastoral office, the board of Elders shall initiate call proceedings for the Congregation by calling a special meeting of the Voters' Assembly for the purpose of electing a vacancy pastor.

Under the guidance of the constituted District Synodical officials, the Board of Elders will facilitate a congregational Self Study, solicit the names of candidates from members of the congregation, and acquire a list of candidates from the District President.

The list of candidates will be reported to the Congregation by public vocal announcement and publication in the weekly bulletin.

If within two (2) weeks no objections are registered, the list of candidates shall become valid and the Voting members, in a special meeting, shall proceed to election by ballot.

The candidate receiving a three fifths (3/5) majority of all votes cast shall be extended a call by the Congregation. The election shall, if possible, be made by unanimous vote.

In the event a duly called candidate declines, another candidate may be selected from the already approved list.

Additional candidates may be added, subject to the above election procedure.

#### **BYLAW VIII PARLIAMENTARY AUTHORITY**

All meetings of the Voters' Assembly, the Church Council and all meetings of Boards and Committees shall be conducted according to this Constitution and Bylaws.