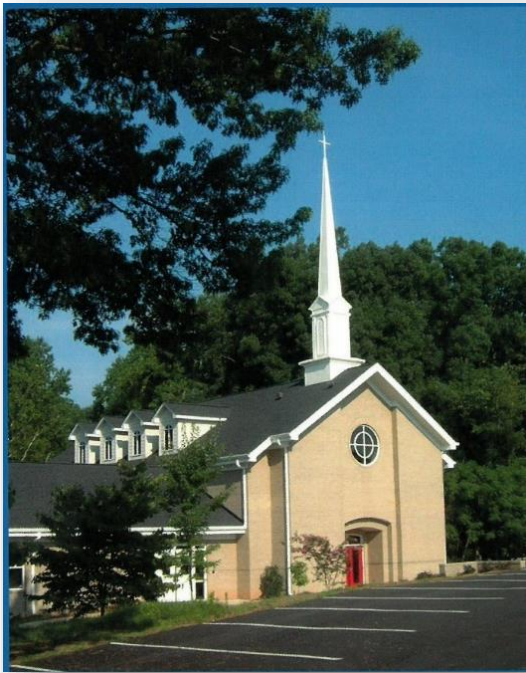


**CONSTITUTION AND BY-LAWS OF  
THE EVANGELICAL LUTHERAN CHURCH OF THE GOOD SHEPHERD  
GREENVILLE, SOUTH CAROLINA**



**The Constitution and By-laws contained herein were adopted by this congregation on November 8, 2020 and supersedes all documents of similar nature previous to this date.**

## **PREAMBLE**

As disciples of our Lord Jesus Christ, and out of love and respect for one another, we, the members of the EVANGELICAL LUTHERAN CHURCH OF THE GOOD SHEPHERD, Greenville, South Carolina, accept and subscribe to the following Constitution and By-laws. They shall administer and govern the corporate life of this congregation in truth and light.

### **1.0 NAME**

The name of this congregation shall be THE EVANGELICAL LUTHERAN CHURCH OF THE GOOD SHEPHERD (Lutheran Church of the Good Shepherd), Greenville, South Carolina.

### **2.0 MISSION AND MINISTRY STATEMENT**

Our Vision - Lutheran Church of the Good Shepherd: a forgiving, spiritually growing, liturgically celebrating, mission motivated, and serving community.

Our Mission - We, the children of God at the Lutheran Church of the Good Shepherd, believe: God so loved the world that he gave his only Son to die for us and our salvation.

Therefore, through the power of the Holy Spirit, we will share God's love and gifts for us by:

**Celebrating** the joy of His love through worship and praise as a congregation of families and individuals.

**Witnessing** by following Christ's example in reaching out to others with His love and message of Salvation.

**Serving** God's people in all their needs.

**Nurturing** through providing opportunities for spiritual growth.

**Stewarding** through involving and energizing God's people to manage and use his gifts of time, talents, resources and creation.

**Fellowship** through sharing our faith, love and caring for each other. So that, through the Holy Spirit ALL may come to know Jesus Christ as their Lord and Savior and grow in His love and service.

### **3.0 CONFSSIONAL STATEMENT**

This congregation acknowledges and accepts:

- All the canonical books of the Old and New Testament as inspired Word of God.
- All the Symbolical Books of the Evangelical Lutheran Church, contained in the Book of Concord of 1580 AD as a true exposition of the Holy Scriptures.
- The three Ecumenical Creeds (Apostles, Nicene, and Athanasian)
- The Unaltered Augsburg Confession
- The Apology of the Augsburg Confession
- The Smalcald Articles
- The Large Catechism of Luther
- The Small Catechism of Luther
- The Formula of Concord

### **4.0 SYNOD MEMBERSHIP**

This congregation shall be a member of the Lutheran Church Missouri Synod, so long as the confessions and constitution of said Synod are in accord with the confession and constitution of this congregation.

### **5.0 MEMBERSHIP**

5.1 The following are welcome as members in this congregation:

#### **5.1.1 Baptized Members**

All those who are 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 children who have not yet been confirmed

### 5.1.2 Communicant Members

Communicant members are those baptized members who have been in the Lutheran faith, accept the confessional standard 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.

### 5.1.3 Voting Members

All communicant members who have accepted the Constitution and by-laws of this congregation. In legal matters the voting age is 18 years.

## 5.2 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 the rite of confirmation, through transfer from a sister congregation, or through profession of faith or reaffirmation of faith. The reception shall be approved by the voters meeting. Eligible communicant members may be received as voting members upon application for such privilege, upon approval by the voters meeting, and upon approving the constitution.

## 5.3 Duties

Members of the congregation shall conform their entire lives to the rule of 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 fraternal 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.

## 5.4 Termination

5.4.1 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 (by not partaking in the Lord's Supper and hearing God's word for at least one year). In cases of excommunication or self-exclusion, each case shall be presented individually to the voters meeting for a decision.

5.4.2 Communicant members who conduct themselves in an un-Christian 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.

## **6.0 AUTHORITY IN THE CONGREGATION**

### **6.1 Voters' Assembly**

The Voters' Assembly is a meeting of the Voting Members of the congregation assembled to transact the business of the congregation. The congregation, through the Voters' Assembly, shall have final authority in managing its internal and external affairs.

6.1.1 Matters brought before the Voter's Assembly shall be decided by a majority vote unless otherwise specified by this constitution or bylaws

### **6.2. Church Council**

The Church Council shall see to it that all activities of the church reflect the purpose and faith of the congregation. It shall concern itself with establishing all policies governing the activities of the congregation and with the implementation of the mission, vision, budget, and plans adopted by the Voters' Assembly. The Church Council may appoint any entity needed. It shall oversee and have authority over all other boards, committees, task forces, action teams, or other entities of the

congregation. The Church Council shall be the governing body of the congregation and shall have plenary authority to transact all the affairs of the congregation except the following matters, which are reserved to the Voters' Assembly:

1. Call or remove a called worker.
2. Encumber, purchase or sell real property, including buildings
3. Incur non-budgeted expense(s), including emergency expenses, of over 5% of the total annual expense budget of the congregation.
4. Adopt the congregation's budget.
5. Dissolve the congregation or terminating the congregation's membership in the LCMS.
- 6.2.1 Church Council Voting members consist of the following:

- President
- Vice-President
- Treasurer
- Financial Secretary
- Recording Secretary
- Immediate Past President
- Chairperson of the Board of Elders
- Chairperson of the Board of Trustees
- Chairperson of the Board of Christian Education
- Chairperson of the Board of Outreach

The Pastor is a non-voting member of the Church Council.

- 6.2.2 A quorum of 5 voting members present establishes a valid Council meeting.

## **7.0 REMOVAL FROM OFFICE OF CALLED WORKERS**

Any Called Worker may be removed from office by the Voters' Assembly by a three fourths majority vote because of: persistent adherence to false doctrine, scandalous life, neglect of duties, or inability to perform the duties of the office. The office of the District President shall be notified of any charges before action is taken with respect to the discipline of rostered and called church workers. His advice shall be followed in resolution of any issues.

## **8.0 OFFICERS AND BOARDS**

This congregation shall have the following officers and boards:

### **8.1 Officers**

- A President
- A Vice-President
- A Recording Secretary
- A Financial Secretary
- A Treasurer

### **8.2 Boards**

- A Board of Elders
- A Board of Trustees
- A Board of Christian Education
- A Board of Outreach
- A Board of Finance

**8.3** The Voters Assembly may establish and elect other officers and boards to carry out specific functions. The terms of these positions must be renewed annually by the voters.

## **9.0 PROPERTY RIGHTS OF THE CONGREGATION**

All property of this congregation shall be entrusted to its voters, who shall administer the same in the name and according to the instructions of this congregation.

Should a separation in the congregation occur, the entire property of the congregation and all rights connected therewith shall remain with those members who hold fast to this Constitution. The decision as to how the assets and liabilities should be divided among the contending factions shall be decided by a three-person investigatory panel appointed by the President of the District of The Lutheran Church—Missouri Synod to which the Congregation belongs. In the event the congregation should disband, the property and all rights connected therewith shall be transferred to that District of the Lutheran Church—Missouri Synod of which the congregation is a member.

## **10.0 CALLED CHURCH WORKERS**

10.1 The pastoral office of this congregation as well as that of other ordained and commissioned ministers shall be conferred upon such ministers, teachers and candidates whose beliefs are in accord with the Confessional Statement of this constitution (Art. 3) and as have been approved by the Synod as being qualified pastors and ministers of religion, commissioned, of the church.

## **11.0 MEETINGS**

11.1 Regular Voter's Assembly shall be held as determined in the bylaws. Special meetings require announcement in services in the two previous Sundays or notification by mail and announcement in the services of one previous Sunday. Such special meetings may be called at the request of the Pastor, president, church council, or ten voting members.

11.2 Twenty voting members shall constitute a quorum.

## **12.0 AMENDMENTS**

This constitution may be amended at any regular Voters meeting by a two third majority vote of those present. The by-laws may be amended by a simple majority of those present. In either case, the amendment must be submitted at a previous voters meeting and advertised to the entire voting membership at least two weeks in advance. The proposed amendment(s) shall be presented in the context of the complete text of the then valid constitution. The revised constitution and/or bylaws shall, as a condition of continued membership in the Lutheran Church—Missouri Synod, be submitted to the President of the district to which the congregation is assigned for approval and shall not be effective or implemented by the congregation until such approval is received.

# **BY-LAWS**

## **1.0 CALLING ORDAINED AND COMMISSIONED MINISTERS**



At the time of vacancy in the office of pastor or teacher, the Voter's Assembly shall notify the District President and Circuit Visitor and shall request the suggested procedure for filling the vacancy.

## **2.0 VOTERS MEETINGS**

- 2.1 There shall be two regular meetings held each year. These meetings shall be held on the first Sunday of May and the second Sunday of November.
- 2.2 Any new business to be considered at the meeting must be communicated to the President no later than two weeks before the meeting.
- 2.3 The President shall communicate the agenda at least one week in advance of each Voter's Assembly meeting.
- 2.4 All reports shall be submitted in writing to the Recording Secretary at least one week in advance of each meeting.
- 2.5 The suggested order of business is:
  - Opening Prayer
  - Approval of the minutes
  - Recognition of new members
  - Reports of boards and committees
  - Reports of the financial secretary and treasurer
  - Unfinished business
  - New business
  - Adjournment
  - Benediction

## **3.0 OFFICERS AND ELECTIONS**

- 3.1 Term of office
  - The term of office of all elected officers and Board Members shall be two years. The Vice President, after having served a term of one year shall serve his or her second year as President of the congregation. Therefore, each year a new Vice President will be elected. No officer or board member shall succeed self to same position more than twice consecutively. He or she shall become eligible to serve again

in the same position after an interim period of one year. An individual may serve on more than one board simultaneously but may not hold more than one position on the Church Council.

### 3.2 Mode of Election of Officers and Board Members

- Election takes place at the May voters meeting. The church council shall appoint a nominating committee consisting of the Pastor, President, and two voting church members prior to the February church council meeting. The church council shall approve a single slate of candidates for all elective offices. A simple majority of votes cast shall be necessary for election.
- The Financial Secretary shall assume his or her duty on January 1 following the election. All other officers shall assume their duties on September 1, following their election.

### 3.3 Limiting Personal Liability

- The corporation, by adoption of a resolution in accordance with its articles of incorporation and bylaws, and pursuant to the provisions of The South Carolina Nonprofit Corporation Act of 1994, SC Code 3331-101 et seq. (the "Act"), shall have the power to indemnify those persons serving in the position of or at the request of the corporation as director, officer, trustee, employee or agent against expenses including attorney fees, judgements, penalties, fines, and amounts paid in settlement actually and reasonably incurred by a person in connection with any actions, suits or proceedings, formal or informal, relating to the service of said individual on behalf of the corporation if such person acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interest of the corporation or its members, or with respect to any criminal action or proceeding if the person had no reasonable cause to believe that the conduct engaged in was unlawful. The corporation, through its board of directors: shall have such further or other

authority to indemnify directors, officers, employees, or agents consistent with the provisions of the Act.

- Any director or officer duly elected or appointed to the board of directors (also known as church council) who does not receive anything of value from this corporation for serving as a director other than reasonable per diem compensation and/or reimbursement for actual, reasonable and necessary expenses incurred by such director in service of the capacity as a director shall be deemed a "Volunteer Director."
- A Volunteer Director shall not be personally liable to the corporation or its membership and/or members for monetary damages resulting from actions taken in good faith on behalf of the corporation in the execution of his normal and expected duties for the corporation. The corporation shall assume all such liability to any person or entity other than the corporation or its members for all good faith acts or omissions of a Volunteer Director occurring on or after such Volunteer Director assumes the office of Volunteer Director in service of the corporation. A Volunteer Director may be held personally liable where it is found that such Volunteer Director has committed: a. an act or omission constituting a breach of any duty owed to the corporation or its members; b. intentional misconduct or a knowing violation of law; c. a grossly negligent act or omission; d. an act or omission resulting in improper personal benefit; or e. a bad faith act or omission resulting in liability of the corporation.

### 3.4 Duties of Officers

#### 3.4.1 The President shall:

- Be the executive of the congregation.
- Preside at all meetings of the Church Council and voters meeting.
- Perform such duties as pertain to his or her offices.
- Be a non-voting member of all boards and committees.

#### 3.4.2 The Vice-President shall:

- Assume the duties of the President if the President is unable to fulfill those responsibilities.
- Assist the President whenever called upon.
- Serve as member of the Board of Trustees.

#### 3.4.3 The Recording Secretary shall:

- Keep and sign the minutes of all meetings of the voters and of the Church Council and enter them in a permanent record.
- Publicize the unratified voters or council minutes at least one week before the next voters or council meeting.
- Conduct all authorized correspondence and issue all official notifications.
- Have custody of the seal, books and other documents and papers of the congregation.
- Keep a record of voting members present at all meetings and determine if a quorum is present.

#### 3.4.4 The Financial Secretary shall:

- Receive all offerings, contributions, and other income of the congregation.
- Notify the Treasurer of all completed deposits.
- Keep a complete record of the individual contribution of all members.
- Distribute financial statements to all LCGS contributors at year end.
- Appoint persons to assist the Financial Secretary in carrying out the duties of the Financial Secretary's office.

#### 3.4.5 The Treasurer shall:

- Receive notification of all monies deposited from the Financial Secretary.
- Keep a correct account of all financial transactions.

- Pay all bills and indebtedness as authorized by the voters meeting.
- Provide the congregation with quarterly and annual reports at each voters and church council meeting.
- Serve as the Chairperson of the Board of Finance.

#### **4.0 BOARDS AND THEIR DUTIES**

4.1 All Boards shall consist of at least 3 elected members and except for the Board of Finance, will each elect a member as chairperson to serve on the church council.

4.2 The Board of Elders shall:

- Assist the pastor in the spiritual care of the congregation, promote the general welfare of the congregation and Christ's Kingdom at home and abroad.
- Encourage faithful attendance at divine services and at the Lord's Supper.
- See that services are conducted regularly, even in case of pastoral absence.
- Admonish ordained and commissioned ministers in case of unfaithful performance of their duties, teachings or conduct.

4.3 The Board of Trustees shall:

- Administer all property of the congregation in the name of, and as stewards of the congregation.
- Initiate repairs or maintenance without prior consent of the voters meeting in situations where there is imminent danger to the health, safety, or wellbeing of the congregation or occupants.
- Secure and review insurance policies annually on all congregational property.

4.4 The Board of Christian Education shall:

- Work with the Pastor to provide oversight and comprehensive planning and implementation of all educational classes and events at the Lutheran Church of the Good Shepherd.

- Assess knowledge level of Evangelical Lutheran Doctrine and train prospective lay teachers for all parish educational classes.
- Coordinate all classes in the development of an annual planning calendar and the recruitment/assignment of lay teachers. Select curriculums and class guides which promote the teachings of the Evangelical Lutheran Church.

#### 4.5 The Board of Outreach shall:

- Promote evangelism, fellowship and stewardship.
- Coordinate ministries outside the congregation, such as food pantries, prison ministry, community events, and support of missionaries.

#### 4.6 The Board of Finance shall:

- Consist of the Treasurer as Chairperson, the Financial Secretary, the Vice-President and two other voting members appointed by the church council.
- Keep the financial affairs in good order.
- Prepare and submit the annual financial plan for adoption at the October Church Council and November voters meeting.
- Annually appoint a person or committee to perform an internal audit of all financial books and submit a report at the May voters meeting.

### **5.0 LEGAL TRUSTEES AND THEIR DUTIES**

- The President, Vice President, and Treasurer shall be designated Legal Trustees of the congregation.
- They shall represent the congregation as the owner of the property in all legal matters

### **6.0 SAMARITAN TRUST FUND**

6.1 The purpose of the Good Samaritan Trust Fund (the fund) is to establish a vehicle for receiving money donations and for

distributing such donations according to instructions (if any) of the donor.

- 6.2 A committee consisting of the Pastor, the Congregational President and the Chairperson of the Board of Elders shall be the Trustee and will administer the Fund.
- 6.3 This committee shall invest the donations in an interest-bearing account with the LCMS extension fund.
- 6.4 The committee shall have the sole and exclusive responsibility for distributing monies from the fund to needy persons according to the instructions (if any) from the donor or according to the judgment of the trustee.