

SOUTH LAKE LUTHERAN CHURCH

CONSTITUTION

ARTICLE 1: NAME

The name of the congregation shall be South Lake Lutheran Church (hereinafter referred to by its legal entity corporate name: "South Lake Church", or as "South Lake" or as "the congregation.")

ARTICLE II: STATEMENT OF MISSION

The Mission of the congregation shall be as prescribed in the Bylaws of this Constitution.

ARTICLE III: CONFESSIONAL STANDARD

The congregation accepts all the Canonical Books of the Old and New Testaments as the revealed Word of God, verbally inspired; and it accepts all the Symbolical Books of the Lutheran Church, contained in the Book of Concord of 1580 A.D., as a true exposition of the Word of God. The Symbolical Books are the three Ecumenical Creeds (Apostles', Nicene, and Athanasian), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large and Small Catechisms, and the Formula of Concord. All preaching and teaching must be in accord with the above, and all doctrinal controversies which may occur shall be decided in accordance with the same.

ARTICLE IV: SYNODICAL AFFILIATION

The congregation shall be a member of the Lutheran Church-Missouri Synod ("LCMS" or "Synod") so long as said Synod shall remain true to the confessional standard as set forth in Article III of this Constitution.

ARTICLE V: MEMBERSHIP

The type of and requirements for membership in the congregation, as well as the conditions for release from membership, shall be those prescribed in the Bylaws of this Constitution. Membership shall not be granted to individuals who are members in other organizations whose principles and conduct conflict with the Word of God.

ARTICLE VI: POWERS OF THE CONGREGATION

The congregation, through its Voters' Assembly as defined in the Bylaws of this Constitution, shall have the power to administer and manage all the congregation's external and internal affairs.

The Congregation delegates these powers to the Board of Directors as specified in the Bylaws of this Constitution except that the congregation, through its Voters' Assembly, shall retain the following rights and shall not delegate:

- Calling a Pastor or other rostered worker
- Revoking a call to a Pastor or other rostered worker
- Amending this Constitution and/or its Bylaws
- Electing members of the Board of Directors
- Approving the annual financial operating plan
- Approving expenditures outside of the annual financial operating plan which exceed the limit set by the Voters' Assembly and documented in the Governing Policies
- Purchase or sale of real property
- Incurring indebtedness which exceeds the limit set by the Voters' Assembly and documented in the Governing Policies or any indebtedness secured by Congregational property
- Dissolving the congregation

Any required procedures for executing these rights shall be defined in the Bylaws.

The congregation and its delegates, however, shall not be empowered to propose and decide anything contrary to the Word of God and the confessions of the Lutheran Church as set forth in Article III of this Constitution. Any such contrary proposal, as determined by the Lead Pastor or by a majority of the Board of Directors, shall not be allowed to be presented for approval.

Matters of doctrine and conscience shall be decided in accordance with the Word of God. Other matters brought before the Voters' Assembly shall be decided by a simple majority vote of the Voting Members in attendance at a Voters' Assembly meeting unless otherwise specified in this Constitution or its Bylaws.

All records (financial, meeting minutes, etc.) remain the property of the congregation.

ARTICLE VII: THE OFFICES OF PASTOR AND ROSTERED WORKERS

The pastoral office of the congregation as well as that of a rostered worker shall be conferred upon only such ministers, teachers, and candidates as profess and adhere to the confessional standards set forth in Article III of this constitution, who are members of the LCMS or are endorsed by the Synod, and who are well qualified for their work. Pastors and rostered workers shall, in the call extended to and accepted by them, be pledged to this confessional standard. Women are not to hold offices which call upon them to carry out distinctive functions of the pastoral office. The Lead Pastor or a delegated rostered worker may attend the meeting of any board, committee, or task force as a non-voting member.

ARTICLE VIII: OFFICERS OF THE CONGREGATION

The Officers of the congregation shall be those prescribed in the Bylaws of this Constitution.

ARTICLE IX: PROPERTY RIGHTS

- A. All property of the congregation shall be held in the corporate name of the congregation as stated in Article I.
- B. If at any time a separation should take place in the congregation, the property of the congregation and all benefits pertaining there to shall remain with those voting members who shall continue to adhere to Article II, Article III, and Article IV of this Constitution.
- C. In the event that the Congregation dissolves, at the final Voters' Assembly meeting all property shall be disposed of for the payment of debts and all just claims against the congregation. Any and all surplus and all rights connected therewith shall be converted to and become the property of the District or another 501(c)(3) organization as determined by the Voters' Assembly.

ARTICLE X: AMENDMENTS

Amendments to this Constitution may be proposed in writing in any Voters' Assembly meeting by any voting member. If a simple majority of the voting members present shall vote in favor of the proposal, a copy of such proposed amendment(s) shall be distributed to all voting members at least two (2) weeks preceding the next meeting. In that next meeting, a two-thirds (2/3) majority of the voting members present is required to adopt the amendment(s) contingent on subsequent approval by the District Committee on Constitutions in accordance with the Synod's Bylaws. Upon District approval amendments become enacted, and without District approval amendments become null and void.

SOUTH LAKE LUTHERAN CHURCH

BYLAWS

ARTICLE I: MISSION

South Lake builds disciples of Jesus. We Engage in personal relationships with Jesus Christ, Grow relationships with one another, and Share Jesus' love throughout our community.

ARTICLE II: MEMBERSHIP

- A. Membership within South Lake Church is a public affirmation of our faith and life in Jesus Christ, in accordance with the confession and practice as prescribed in Articles III and IV of the South Lake Church Constitution by individuals meeting one of the following requirements:
1. Baptized at South Lake Church in the name of the triune God: Father, Son, and Holy Spirit, or
 2. Transferred as a previously baptized member from another LCMS congregation, or
 3. Received by a South Lake Pastor or the Board of Directors as an individual previously baptized in the name of the Triune God.
- B. Voting Members within South Lake Church must:
1. Meet the membership requirements
 2. Be 18 years of age or older
 3. Understand and agree to the mission and ministry of South Lake Church as demonstrated by:
 - completion of confirmation instruction at South Lake Church, or
 - completion of a new to South Lake Church course if previously confirmed in another LCMS congregation, or
 - completion of a new member instruction course.
 4. Voting Members of South Lake Church prior to chartering will be grandfathered in as voting members.
- C. Membership in South Lake Church may be terminated per one of the following conditions:
1. A member may be removed from membership at their request, or
 2. A member whose whereabouts are unknown or who has moved from the area may be removed from membership after a period of one year of non-attendance (in-person or on-line) in worship at South Lake or at a South Lake sponsored gathering or event, or
 3. A member whose actions call into question continued membership as described in Section A of this Article shall be considered self-excluded and therefore may be removed from membership when there is consensus on this action by the Lead Pastor and a majority of the Board of Directors.
- D. The processes for admission of new members and termination of membership are specified in the Governing Policies of South Lake.

ARTICLE III: VOTERS' ASSEMBLY

- A. DEFINITION – Voting Members as defined in Section A of Article II of these Bylaws shall be collectively called the Voters' Assembly.
- B. MEETINGS – The Voters' Assembly shall meet at least annually. The date and time of the annual meeting shall be set by the Board of Directors and publicized at least two (2) weeks in advance. The notification shall

contain an agenda of items set by the Board of Directors to be considered as well as the slate of nominees for any election. The Voters' Assembly may meet at other times of the year subject to a call by the Board of Directors or at the request of least 15% of the Voting Members with specific proposals for consideration. Notice of any such special meeting with an agenda of the proposals to be considered shall be publicized as far in advance as possible but no less than two (2) weeks in advance. The Chair of the Board of Directors or the Chair's designee shall preside at all Voters' Assembly meetings. Generally accepted rules of order will be followed as prescribed in the Governing Policies of South Lake.

- C. QUORUM – A quorum of 20% of the Voting Members must be present to conduct the business of the Voters' Assembly. Should the congregation have difficulty meeting in person during an act of God, such as, but not limited to, a pandemic, natural disaster, or forced closure, the Board of Directors may choose to hold the Voters' Assembly fully or partially online.
- D. LEAD PASTOR CALL PROCESS: When the position of Lead Pastor becomes vacant or will soon be vacant, the Board of Directors shall charter a Call Committee to provide one or more candidates for the position of Lead Pastor for Board approval for recommendation to the Voters' Assembly for approval of a call. The Call Committee shall seek the assistance of the District to facilitate its purpose. The Governing Policies of South Lake shall prescribe the process for call committee formation and the procedure for identifying candidates.
- E. ROSTERED WORKERS CALL PROCESS: The Lead Pastor shall determine if additional called workers should be added to the staff and request the Board of Directors to charter a Call Committee to provide one or more candidates for Board approval for recommendation to the Voters' Assembly for approval of a call. The Call Committee shall seek the assistance of the District to facilitate its purpose. The Governing Policies of South Lake shall prescribe the process for call committee formation and the procedure for identifying candidates.
- F. ROSTERED AND CALLED WORKER REMOVAL PROCESS: Any pastor or other called rostered worker who fails to perform the duties of their call, or is unable, or is willfully neglectful in the performance of their official duties, may be removed from office in Christian and lawful order by the Voters' Assembly. Preferably, such action will be initiated through the Board of Directors. The Board of Directors shall seek the assistance of the District to facilitate this purpose. Prior to initiating action leading to removal from office, the individual involved must receive personal notification of clear reasons of such impending action. Steps for removal of Rostered and Called Workers shall be documented in the Governing Policies of South Lake.
- G. CONGREGATIONAL OPERATING PLAN AND BUDGET - The Lead Pastor, in collaboration with the Treasurer, is responsible for preparing a fiscal year Operating Plan and Budget to be presented for initial Board of Directors approval. The Board approved Operating Plan and Budget will then be recommended to the Voters' Assembly for approval at the annual meeting of the Voters' Assembly as specified in Article II of these Bylaws.

ARTICLE IV: BOARD OF DIRECTORS

- A. BOARD OF DIRECTORS – The Board of Directors shall have a minimum of five (5) voting members and no more than twelve (12) voting members as defined in the Governing Policies of South Lake. The Lead Pastor shall be a non-voting, ex officio member of the Board of Directors.
- B. OFFICERS: The Officers of South Lake Church shall include the Chair, the Vice Chair, the Secretary, and the Treasurer. The Officers shall be selected from the Board members and be voted in by a majority vote of the Board at the first meeting of the fiscal year. The officers of the congregation shall obtain their power and authority for action at the express designation of the full Board of Directors and such power and authority shall be prescribed in the Governing Policies of South Lake. The Chair, the Secretary and/or the Treasurer

shall sign all legal documents as set forth in the Governing Policies of South Lake or as required by law. If an Officer vacancy arises the Board of Directors shall vote to fill the vacancy at the next meeting.

- C. **NOMINATING COMMITTEE** – The Board of Directors shall annually appoint a Nominating Committee whose responsibility shall be to develop a slate of candidates to be elected each year to fill the vacancies created by expired terms of members of the Board of Directors. All candidates must be Voting Members of the Congregation. The committee shall consist of a majority of Voting Members who are not members of the Board of Directors and shall function for one year only. The Lead Pastor shall be a non-voting, ex officio member of the Nominating Committee. The Nominating Committee Chair shall report their nominations to the Chair of the Board of Directors. The Board Chair shall present the nominating slate to the Board of Directors for approval for presentation to the Voters. If the slate is not approved by the Board, the Nominating Committee must prepare a new slate.

In the event of a vacancy on the Board of Directors, the Nominating Committee shall provide the remaining Board of Directors with a list of candidates. Candidates must be Voting Members. Appointments to fill unexpired terms shall be made from such a list by a majority vote of the Board of Directors. The term for appointments shall only be valid until the end of the current fiscal year after which the remaining term of the position must be filled by a membership-elected candidate as specified in this Article.

- D. **ELECTIONS AND TERMS OF OFFICE** – Election of the Board approved slate of candidates to fill expiring terms or vacancies on the Board of Directors shall occur prior to the end of the fiscal year at a meeting of the Voter's Assembly as specified in Article III of these Bylaws. The term of office for members elected to the Board of Directors shall be three (3) years. Members of the Board of Directors shall serve no more than an initial partial term to fill a vacancy plus two (2) full successive terms. The term of office for members shall begin the first day of the congregation's fiscal year following the election. After a one-year break, a person can serve on the board again. Members of the founding Leadership Team (under the Bylaws of South Lake Church dated September 29, 2020) shall continue as members of this Board of Directors until the length of their term for which they were elected expires.
- E. **MEETINGS** – The Board of Directors shall meet at least four (4) times per year. Meetings shall be called by the Chair of the Board of Directors or may be called by any three (3) voting members of the Board of Directors. Quorum shall be defined as two-thirds (2/3) of the voting membership of the Board of Directors. Unless defined elsewhere in this Constitution or its Bylaws, a simple majority is required in order to adopt any measure by the Board of Directors.

ARTICLE V: POWERS OF THE BOARD OF DIRECTORS

- A. **POWERS:** The Board of Directors shall have no authority beyond that which has been conferred upon them by the Constitution, its Bylaws, or by the Voters' Assembly. The Board of Directors shall represent the Congregation in legal matters. Powers delegated to the Board may be altered or revoked by the Voters' Assembly.
- B. **POLICY GOVERNANCE:** South Lake Church shall utilize a policy-based governance model. The primary responsibility of the Board of Directors is to set and guide the Vision, Mission, and goals of the congregation through governing policies directing the Lead Pastor, board committees, and/or board task forces to accomplish the goals. The Governing Policies of South Lake shall be prepared, approved, and maintained by the Board of Directors. The Board of Directors, by a majority vote, can establish temporary board committees and/or board task forces.

ARTICLE VI: REMOVAL OF A MEMBER OF THE BOARD OF DIRECTORS

Any member of the Board of Directors who is unable or fails to perform the duties of their role as defined in the role description found in the Governing Policies of South Lake may be removed from office in Christian and lawful order by a 2/3 majority vote of the Board of Directors following the process defined in the Governing Policies of South Lake.

ARTICLE VII: AMENDMENTS

Amendments to these Bylaws may be proposed in writing in any Voters' Assembly meeting by any Voting Member. If a simple majority of the Voting Members present shall vote in favor of the proposal, a copy of such proposed amendment(s) shall be distributed to all Voting Members at least two (2) weeks preceding the next meeting. In that next meeting, a two-thirds (2/3) majority of the Voting Members present is required to adopt the amendment(s) contingent on subsequent approval by the District Committee on Constitutions in accordance with the Synod's Bylaws. Upon District approval, any such amendments become enacted, and without District approval the amendments become null and void.