

# **St. Mark's Evangelical Lutheran Church**

**Eureka, Missouri**

## **Constitution and Bylaws**

(Updated March 5, 2013)

### **Preamble**

Whereas the Word of God demands that a Christian congregation not only conform to the Word of God in doctrine and practice, but also that all things be done decently and in order; therefore, we the members of St. Mark's Evangelical Lutheran Church of Eureka, Missouri, set forth this constitution and bylaws. This document shall govern all our congregational affairs.

This is not intended to document every detail of ministry and it is expected that this congregation will develop additional structures and programs to meet the ministry and mission needs without continually making modifications to this document through amendments and ratifications.

### **Article 1.0 Name**

The name of this congregation shall be: St. Mark's Evangelical Lutheran Church (hereafter referred to as "St. Mark's"), Eureka, St. Louis County, Missouri.

### **Article 2.0 Purpose**

St. Mark's is a Christ-centered family committed to loving God, loving others, and making disciples of all people.

### **Article 3.0 Confession**

This congregation accepts all the Canonical Books of the Old and New Testament as the inspired and revealed Word of God, and all of the Symbolical Books of the Evangelical Lutheran Church, contained in the Book of Concord of the year 1580, as true and sound exhibition of Christian doctrine, taken from and in full agreement with the Holy Scriptures, and in this congregation, no doctrine shall be taught or tolerated which is at variance with the Word and these Symbols of the Evangelical Lutheran Church, viz:

1. The Three Ecumenical Creeds: Apostles', Nicene, and Athanasian
2. The Unaltered Augsburg Confession
3. The Apology of the Augsburg Confession
4. The Smalcald Articles
5. Luther's Large Catechism
6. Luther's Small Catechism
7. The Formula of Concord

## **Article 4.0 Synodical Affiliation**

This congregation shall be affiliated with the Lutheran Church – Missouri Synod as long as the confessions and constitution of said Synod are in accord with the confessions and constitution of this congregation as laid down in Article 3.0.

## **Article 5.0 Membership**

This congregation acknowledges three types of membership: baptized, confirmed, and voting.

- 5.1 Baptized members are those baptized in the name of the Triune God, the Father, Son, and Holy Spirit, and who are under the spiritual care of the church, including children who have not yet been confirmed, and those transferring from another Christian church where they were baptized.
- 5.2 Confirmed members are those baptized members who have been instructed in the Lutheran faith, accepted the confessional standard defined in Article 3.0, have completed the required instruction, and are not members of organizations whose principles and conduct conflict with the Word of God.
- 5.3 Voting members are confirmed members who have reached the age of 18 years, have been received as confirmed members, and are not members of organizations whose principles and conduct conflict with the Word of God.

Membership in this congregation shall be terminated as follows:

- 5.4 Membership shall be terminated by transfer to a sister congregation, by joining a congregation outside the fellowship of this congregation, by self-exclusion, by excommunication, or by death.
- 5.5 Confirmed members who conduct themselves in an un-Christian like 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 for all disciplinary measures.

## **Article 6.0 Called Church Workers**

The voting members of the congregation have the exclusive right to call ordained and commissioned ministers. The pastoral office shall be conferred only on such a pastor or candidate who professes and adheres to the confessional standard set forth in this constitution, who is qualified for his work, and who is a member of the Lutheran Church - Missouri Synod.

An ordained and/or commissioned minister may be removed from office by the Voters' Assembly by two-thirds majority ballot vote, in a Christian and lawful order, for one of the following reasons: adherence to false doctrine, scandalous life, willful neglect, or inability to perform the duties of the office.

## **Article 7.0 Authority of the Congregation**

The Voters' Assembly shall be the governing body of this congregation and shall be empowered to administer and manage all affairs of the congregation. Meetings of the Voters' Assembly shall be held as determined in the bylaws.

- 7.1 The establishment and conduct of all organizations, teams, boards, and committees within the congregation or related directly to the congregation shall be subject to the overall authority and general oversight of the Voters' Assembly. The Voters' Assembly empowers the Board of Directors to manage affairs of the congregation between voters' meetings. The Board of Directors actions requiring approval of the Voters' Assembly are:
  - 7.1.1 Acceptance of Annual Financial Plan
  - 7.1.2 Calling and removal of ordained and commissioned ministers
  - 7.1.3 Acquisition or disposal of any single asset or liability that exceeds 2% of the annual operating budget.
  - 7.1.4 Dissolution of the congregation
- 7.2 All matters before the Voters' Assembly shall be decided by a majority vote unless otherwise specified by this constitution or bylaws. Matters of doctrine and conscience shall be decided only on the basis of the Word of God.

## **Article 8.0 Boards and Officers**

This congregation shall have the following boards and officers in addition to any which the congregation shall establish from time to time to carry out its mission and ministry.

- 8.1 Board of Directors
  - 8.1.1 The Voters' Assembly shall elect a Board of Directors according to the Bylaws. The Lead Pastor and an Elder shall be nonvoting, ex officio members of the Board of Directors.
  - 8.1.2 The Board of Directors shall have the authority and responsibility to develop and implement policies, procedures, and ministries as necessary to execute the vision and plans approved by the Voters' Assembly.
- 8.2 Board of Elders
  - 8.2.1 The Voters' Assembly shall elect a Board of Elders according to the Bylaws. The pastors will be nonvoting, ex officio members of the Board of Elders.
  - 8.2.2 The Elders devote themselves to serving God, God's people, and the mission of St. Mark's by praying, studying God's Word, providing spiritual and doctrinal leadership and accountability for all of the ministries, assisting the pastors in making decisions and recommendations, and supporting the pastors and their families.
- 8.3 Any officer or board member who fails to perform the duties of a confirmed member as stated in Article 5.0, or is unable or is willfully neglectful in the performance of his official duties, may be removed from office in Christian and lawful order by the Voters' Assembly. Such action shall preferably be initiated through the Board of Directors. Prior to initiating action leading to removal from office, the individual involved must receive personal notification of such impending action.

## **Article 9.0 Division**

If at any time division should take place on account of doctrine, the property of the congregation and all benefits connected therewith shall remain with confirmed members who continue to adhere in confession and practice to Article 3.0 of this constitution. If division takes place for any other reason, the property shall remain with the majority of the confirmed members. In the event the congregation should totally disband, the property and all rights connected therewith shall be transferred to that District of the Lutheran Church – Missouri Synod of which the congregation has been a member at the time of disbanding as long as the district in which the congregation holds membership remains a 501 ( c ) 3 not-for-profit corporation according to the rules of the IRS.

## **Article 10.0 Amendments**

This constitution may be amended in the following manner.

- 10.1 Amendments to the parts of this constitution not identified in the following paragraph shall be submitted in writing at a meeting of the Voters' Assembly. If approved by the Voters' Assembly, the proposed amendment will be made available to the congregation prior to the meeting where the proposed amendment will be acted upon. A two-thirds affirmative vote of the voters present shall be required for adoption.
- 10.2 Amendments to Articles 3.0 and 4.0 shall not destroy their essential meaning. Amendments shall be submitted in writing at a meeting of the Voters' Assembly and made public to the congregation by public posting to all voting members. Two meetings shall be conducted to make a decision on any amendments to Articles 3.0 and 4.0. The first meeting held will be the discussion on the proposed amendment(s), and notice will be given two weeks prior to this meeting. The second meeting will be to vote on proposed amendment(s). Notice that action will be taken on proposed amendment(s) shall be provided to all voting members two weeks prior to the meeting when a vote will be taken. A two-thirds affirmative vote of the voters present shall be required for adoption. The date of approval shall be referenced in any amendment adopted.
- 10.3 Upon adoption, such amendments shall be submitted to the District Committee on Constitutions for approval, in accordance with the Lutheran Church - Missouri Synod's Bylaws.

# **Bylaws**

## **Article 1.0 Voters' Assembly**

- 1.1 Meetings – The Voters' Assembly shall meet at least annually. The day and hour of any meeting shall be set by the Board of Directors. The notification shall contain an agenda of items to be considered. The Chairperson, Vice-Chairperson, or their designated Board member shall preside at all Voters' Assembly meetings.
- 1.2 Announcements of all meetings shall be made in the services of the two previous Sundays or in the services of the previous Sunday when accompanied by notification by mail. Any meeting may be called at the request of the Lead Pastor, Chairperson, Board of Directors, or ten (10) voting members.
- 1.3 All voting members present at a properly called meeting shall constitute a quorum.
- 1.4 Minutes of each meeting shall be recorded and filed. Approved minutes of the meetings shall be available to voting members.

## **Article 2.0 Procedures for Calling Ordained and Commissioned Ministers**

- 2.1 When seeking Ordained and Commissioned Ministers:
  - 2.1.1 The Board of Directors will ensure a search committee is appointed.
  - 2.1.2 The search committee will notify the President of the District to receive names of potential candidates.
  - 2.1.3 Any confirmed member may make referrals to the search committee.
- 2.2 At a Voters' Assembly, the search committee shall present to the congregation the most eligible and qualified candidate(s).
- 2.3 Voting shall continue until a two-thirds vote determines the disposition of the call.

## **Article 3.0 Board of Directors**

- 3.1 Nominations – The Vice-Chairperson of the Board of Directors shall annually appoint a Nominating Committee whose responsibility will be to develop a list of Board members to be elected each year by the Voters' Assembly to fill the vacancies created by expired terms of Board members. The committee will identify candidates as well as receive referrals from the congregation.
  - 3.1.1 The committee shall contain a majority of non-board members, shall function for one year only, and shall report their nominations to a Voters' Assembly meeting.
  - 3.1.2 The Lead Pastor shall be a non-voting, ex officio member of the Nominating Committee.
  - 3.1.3 All nominees shall be voting members of St. Mark's. No person shall be nominated without his or her consent.
- 3.2 Elections and Terms of Office –
  - 3.2.1 The members of the Board of Directors shall be elected by the Voters' Assembly at a regularly called meeting.
  - 3.2.2 The Board of Directors will have nine (9) members. Four of the members will serve as the executive officers of the congregation.
  - 3.2.3 The Board of Directors shall elect its executive officers (Chairperson, Vice-Chairperson, Secretary, and Treasurer) at the first meeting of each year. The

- Lead Pastor or designee will act as chair at the first meeting of each year as the Board elects its officers.
- 3.2.4 The term of office shall be three (3) years, with approximately one-third of the Board being elected each year.
  - 3.2.5 Board members shall serve no more than two full successive terms.
  - 3.2.6 Every term of office shall begin on January 1 following the election.
- 3.3 Vacancies - In the event of a vacancy on the Board of Directors, the Nominating Committee shall provide the Chairperson with a list of candidates. Appointments to fill unexpired terms will be made from such list and must be approved by a majority vote of the Board. The individual shall serve until the next election for that particular position.
- 3.4 Meetings – The Board of Directors shall meet at least quarterly and may be called more frequently at the request of the Chairperson or any three (3) Board members. Six (6) members of the Board of Directors shall constitute a quorum for any meeting. Minutes of each meeting shall be recorded and filed. Approved minutes of the meetings shall be available to voting members.
- 3.4.1 The Board of Directors, Board of Elders, and Church-sanctioned committees may permit board or committee members to participate in a meeting without physically being in attendance. Boards and committees may conduct the meeting through any means of communication by which all board and committee members may hear and understand one another. A board or committee member participating in a meeting by this means shall be considered present in person, and all actions, responsibilities, and duties are recognized as present in person. This method of meeting participation does not apply to other church meetings unless specifically stated in this by-law.
- 3.5 Duties of Board Members – Responsibilities of Board Members will be outlined in job descriptions approved by the Voters' Assembly.

#### **Article 4.0 Elders**

- 4.1 Elections and Terms of Office –
- 4.1.1 The members of the Board of Elders shall be elected by the Voters' Assembly at a regularly called meeting.
  - 4.1.2 The Board of Elders will consist of six (6) male members.
  - 4.1.3 Each Elder will serve one three-year term.
  - 4.1.4 Approximately one-third of the Board will be elected each year.
  - 4.1.5 Procedures for the election of new Elders are provided in the Policy Manual of the Board of Elders which has been approved by the Voters' Assembly.
- 4.2 Vacancies - In the event of a vacancy, the Board of Elders will appoint a former Elder who is available and willing to fulfill the vacancy.
- 4.3 Meetings – The Board of Elders shall meet as often as necessary to accomplish its purpose. Minutes of each meeting shall be recorded and filed. Approved minutes of the meetings shall be available to voting members.
- 4.3.1 The Board of Directors, Board of Elders, and Church-sanctioned committees may permit board or committee members to participate in a meeting without physically being in attendance. Boards and committees may conduct the meeting through any means of communication by which all board and committee members may hear and understand one another. A board or committee member participating in a meeting by this means shall be considered present in person, and all actions, responsibilities, and duties are

- recognized as present in person. This method of meeting participation does not apply to other church meetings unless specifically stated in this by-law.
- 4.4 Duties of Elders – Qualifications and responsibilities of the Elders will be outlined in job descriptions approved by the Voters' Assembly.

### **Article 5.0 Amendments**

Amendments to these Bylaws may be made in the following manner.

- 5.1 These Bylaws may be amended at a regular meeting of the Voters' Assembly by a two-thirds majority of members present provided the proposed change has been announced in the services of the two previous Sundays prior to the meeting.
- 5.2 Upon adoption, such amendments shall be submitted to the District Committee on Constitutions for approval, in accordance with the Lutheran Church - Missouri Synod's Bylaws.