



CONSTITUTION

and

BYLAWS

of

THE EVANGELICAL LUTHERAN CHURCH OF SAINT MATTHEW

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CONSTITUTION

of

**THE EVANGELICAL LUTHERAN
CHURCH OF SAINT MATTHEW
EAU CLAIRE, WISCONSIN**

PREAMBLE

WHEREAS, according to Holy Scripture it is the duty of Christians

- a) to fellowship with those who confess the true faith (Acts 2:42-47; Hebrews 10:24-25; 1 John 2:19; 1 Corinthians 1:10-11);
- b) to endeavor to keep the unity of the Spirit in the bond of peace (Ephesians 4:3-6);
- c) to administer the Office of the Keys as a body (Matthew 18:17; John 20:22-23);
- d) and to conduct all the internal and external affairs of such a body “decently and in order” (1 Corinthians 14:40);

THEREFORE, be it resolved that we, a number of Lutheran Christians residing in this city, or vicinity, declare ourselves united as a congregation, and herewith adopt the following Constitution and Bylaws.

It is understood that the masculine gender in this Constitution and these Bylaws shall apply to both male and female.

Exceptions: The guidelines and positions taken by the Lutheran Church—Missouri Synod state that women are not permitted to hold positions directly involved in the specific functions of the pastoral office (preaching, administering the sacraments, applying church discipline), and that place women in certain positions of authority over men; specifically, women shall not serve as pastors, as chairman, vice-chairman, or as members of the board of elders.

Revised January 2001
Revised January 2003
Revised August 2004
Revised April 2008
Revised October 2011
Revised October 2012

CONSTITUTION

ARTICLE I. NAME

The name of this congregation, affiliated with The Lutheran Church—Missouri Synod, shall be

THE EVANGELICAL LUTHERAN
CHURCH OF SAINT MATTHEW
(Unaltered Augsburg Confession)
Eau Claire, Wisconsin

ARTICLE II. CONFESSION

The congregation, and each individual member thereof, declares unreserved adherence

- a) to all the canonical books of the Old and New Testaments as the inspired Word of God and the only rule of faith and life.
- b) to all the symbolical books of the Evangelical Lutheran Church, as found in the Book of Concord of the year 1580, as a true exposition of Holy Scripture. These are: the Three Ecumenical Creeds (The Apostles' Creed, The Nicene Creed, and the Athanasian Creed), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Small Catechism of Dr. Martin Luther, the Large Catechism of Dr. Martin Luther, and the Formula of Concord.

ARTICLE III. PURPOSE

The purposes of the congregation are clearly defined in Holy Scripture to be the establishment and maintenance of the public ministry, public and private administration of the means of grace, and due application of church discipline (Matthew 18; John 20; 1 Corinthians 5; Acts 20; 1 Peter 5).

to this end we obligate ourselves:

- a) to conduct regular public worship, or church services, in which hymns and church forms of Lutheran content shall be used;
- b) to provide pastoral care for all our members, including a thorough indoctrination of our children and instruction of adults without sufficient knowledge of Lutheran teachings;
- c) to found and maintain a Christian Day School, if possible, using for instruction in religion the Bible, Luther's Small Catechism, and such other textbooks as contain nothing in variance with Holy Scripture;
- d) to engage in mission work and, for this purpose, to affiliate with and support the best of our ability the work of the Lutheran Church—Missouri Synod, so long as said Synod strictly adheres to the confession referred to in ARTICLE II.

ARTICLE IV. MEMBERSHIP

A. COMMUNICANT MEMBERSHIP

Communicant membership in this congregation shall be restricted to such as

- a) are baptized, have been instructed in Luther's Small Catechism, and declare their adherence to the doctrines of the Lutheran Church.
- b) diligently attend divine services and frequently partake of Holy Communion;
- c) willingly contribute towards the maintenance of the church and school according to ability;
- d) do not live in acts of the sinful nature but conform their entire lives to the rule of God's Word (Galatians 5:19-21)
- e) do not hold membership in anti-Christian societies, secret or otherwise;
- f) will readily submit to the rules and regulations of this congregation, provided that these are not at variance with Holy Scriptures and the confession mentioned in ARTICLE II.

Communicant membership may be conferred at the discretion of the pastor.

B. VOTING MEMBERSHIP

Voting membership shall be conferred automatically upon such communicant members who have reached the age of eighteen years and subscribe to this Constitution and Bylaws with their signature.

ARTICLE V. DUTIES OF MEMBERS

It shall be the duty of every member of this congregation

- a) to attend public worship diligently;
- b) if a communicant member, to partake of Holy Communion regularly;
- c) if a voting member, to attend the meetings of the congregation regularly;
- d) if a parent, to send unconfirmed children to the Christian Day School and confirmation instruction, or otherwise to provide for their proper Christian training;
- e) to contribute towards the maintenance of the church and school, the discharge of congregational debts, and the work of Synod, according to ability.

ARTICLE VI.
TRANSFERS, DISMISSALS
AND EXCOMMUNICATIONS

Members moving away, or desiring to join a sister congregation, shall apply to the pastor for release or membership transfer. Such application shall be reported to a subsequent meeting of the Voters' Assembly, and a membership transfer shall be furnished to the applicant by the pastor.

If members move away or leave this congregation without applying for release or transfer and no contact with them can be established within a year, their names shall be stricken from the congregational roster.

Church discipline shall be exercised according to Matthew 18. Manifest and impenitent sinners shall be excommunicated from the congregation. Such excommunicated persons shall forfeit all rights and privileges of church membership, also any and all claims upon congregational property, as long as they remain impenitent. When such excommunicated persons repent of their sins and seek forgiveness from God and the congregation, they shall be reinstated.

ARTICLE VII. PASTORAL OFFICE

The pastoral office in this congregation shall be conferred upon such ministers and ministerial candidates only as

- a) declare their acceptance of, and adherence to, all the canonical books of the Old and New Testaments as the inspired Word of God, and all the symbols of the Evangelical Lutheran Church, enumerated in ARTICLE II;
- b) possess in sufficient measure the qualifications of a minister of the Gospel as prescribed in Holy Scripture;
- c) have been declared qualified by the Lutheran Church—Missouri Synod;
- d) are properly called by the congregation in a regular or special meeting which has been duly announced.

All this applies in the same way to the calling of teachers for the Christian Day School, the Director of Christian Education, and Director of Child Care.

ARTICLE VIII. REMOVAL FROM OFFICE

All officers of this congregation, including pastors, director of Christian education, director of child care, and teachers, may be removed from office in a Christian and lawful order. Sufficient and urgent causes for deposing an officer are:

- a) persistence in adhering to false doctrine;
- b) scandalous life;
- c) willful neglect of official duties.

ARTICLE IX. POWERS AND RIGHTS OF THE CONGREGATION

The congregation is supreme in the administration of its affairs, and shall hold regular meetings of its voting members as occasion requires. All matters of doctrine and conscience shall be decided solely upon the basis of Holy Scripture. Matters of Christian liberty, as outlined in Article II of the Bylaws, shall be decided by a majority vote of the members present.

Individual members shall submit to whatever the majority may resolve in meetings called and held in conformity to the Constitution and Bylaws. The congregation has no authority, however, to resolve or order anything that is contrary to the Word of God and the symbols of the Evangelical Lutheran Church. In that case, such resolutions shall be null and void.

Should dissension and strife arise, which the congregation cannot bring to a peaceful conclusion, it shall ask the advice and assistance of the Lutheran Church—Missouri Synod, with which it is affiliated. If, even then, a separation or division cannot be avoided, the property of the congregation, and all benefits therewith connected, shall remain with those members who continue to adhere to the confessions mentioned in ARTICLE II and who retain membership with the Synod referred to in ARTICLE I and ARTICLE III.

ARTICLE X. ALTERATIONS

This Constitution or any of its articles may be revised, altered, or repealed at a regular or special meeting of the congregation. This meeting and its purpose shall be announced on two preceding Sundays.

Amendments to provisions of this Constitution may be adopted provided:

- a) the proposed amendment shall be submitted in writing at a previous meeting of the voters' assembly and published by posting it in a conspicuous place in the church or by mail prior to the meeting at which the proposed amendment will be acted upon;
- b) that an affirmative vote of a two-thirds majority of the voters present be secured;
- c) In addition to the above requirements, proposals to amend Articles I, III, VII, and X shall require that previous notice of such amendment, and discussion of the same, shall be presented at two regular meetings of the voters' assembly before the meeting at which the proposed amendment is to receive action;
- d) Article II, Confession, shall be unalterable and irrevocable.

BYLAWS

ARTICLE I. ORGANIZATIONAL STRUCTURE

It is the purpose of these Bylaws to provide a stable and effective organizational structure to aid this Church in accomplishing its mission. The sections that follow specify a model that keeps the roles of Pastor, Board, Staff and Congregation distinct and effective for church health, church growth, and church multiplication. These Bylaws shall be reviewed annually for any changes to the structure that may increase the effectiveness of the Pastor and the Church.

- a) The role of the Congregation is to serve as the primary ministers of the Church.
- b) The role of the Board is to establish Guiding Principles for the Pastor's leadership.
- c) The role of the Pastor is to lead the Church to accomplish its mission.
- d) The role of the Staff is to manage the ministries of the Church, directed by the Pastor.

ARTICLE II. CONGREGATIONAL ROLE

The primary role of the Members shall be to serve as the ministers of the Church: reaching out to unchurched people first and also caring for the needs of one another within the Church. The following decisions of the Church shall require the approval of the Congregation by a simple majority of those Members present and voting:

- a) Calling or dismissing a called Pastor
- b) Amending the Articles of Incorporation or the Bylaws
- c) Selecting Members to serve on the Board of Directors
- d) Ratifying the annual budget in broad categories
- e) Purchasing or selling the primary Church facilities
- f) Dissolving the corporation

The Congregation shall be given at least two week's notice of any vote by announcement at regular services. A vote may be taken either in a meeting or by absentee ballot. Ten percent of the average Sunday attendance of the previous three quarters shall constitute a quorum. No abstentions or votes by proxy shall be counted. The Pastor or the Board may also bring to the Congregation decisions not listed above for a nonbinding vote or a less formal expression of support, as they deem appropriate. Meetings of the Congregation for voting shall occur annually and at special times as needed when called by the Pastor or the Board.

ARTICLE III. CONGREGATIONAL MEETINGS

A. Regular Meetings

Regular meetings of the Voters' assembly shall be held a minimum of once per year with special Assemblies called as required. Dates and times of all Voters' Assemblies shall be recommended by the Board of Directors. An annual voter's assembly meeting shall include the presentation of the election of officers and approval of the budget. Every meeting of the Voters' Assembly shall be publicized at the worship services for two Sundays preceding the date of the meeting.

B. Special Meetings

Special meetings of the Voters' Assembly may be called by the Board of Directors, the Pastor, or at the request of ten (10) voting members of the Congregation. The public announcement of a meeting as to the date, place, time, and nature of business shall be made known to the congregation at least two weeks before such special meeting.

ARTICLE IV. BOARD OF DIRECTORS SELECTION

The Board shall consist of seven members (equivalent to Directors in state law), including the Pastor, who shall be the only Staff person on the Board. The other six Members shall be active Church Members with three selected each year for a two year term, with a two consecutive term limit, by the following process:

- a) Nominations for the Board shall be submitted in writing.
- b) Potential Members must successfully complete a training course taught by the Pastor covering the mission, vision, and structure of the Church.
- c) Potential Members must sign a covenant to uphold the highest standards of participation, service, supportiveness, and tithing with regard to the Church.
- d) The Pastor shall present to the Congregation for approval a selection of candidates that have been certified by the Board as qualified to serve as Board Members.

ARTICLE V. CHURCH BOARD ROLE

The primary role of the Board shall be to provide accountability and support for the Pastor by writing concise Guiding Principles in three categories:

- a) Mission Principles shall define for the Pastor what ends the Church exists to achieve.
- b) Boundary Principles shall define for the Pastor what means may not be used in pursuit of achieving those ends.
- c) Accountability Principles shall define for the Chairperson how the Board is to establish the Guiding Principles and to monitor the Pastor's compliance with them.

The Board shall determine the compensation of the Pastor based on 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 Church to the Pastor and shall leave the management of the Church to the Staff under the direction of the Pastor. In matters that require Board action by law, the Board shall routinely approve any motion of the Pastor or Chairman without discussion unless a Member believes it violates the Guiding Principles, in which case the action shall be discussed before a vote. Action of the Board shall be by simple majority of all Members, whether or not present and voting. Voting shall be conducted in a similar manner as a congregational vote, described in Section 6 of these Bylaws, or as required by state law.

Board meetings shall occur quarterly and at other special times as needed when called by the Pastor or the Chairman. All Board Members shall be sent at least 24 hours notice of every meeting by electronic, verbal, or written means. However, such notice may be waived by unanimous consent.

ARTICLE VI. CHURCH BOARD OFFICERS

Each year the Board shall appoint a Chairman and Secretary. To fulfill state law, the Board Chairman shall routinely be designated as President of the corporation and the Board Secretary shall routinely be designated as Secretary and Chief Financial Officer of the corporation; these designations shall in no way alter the functioning of the Board as defined in these Bylaws. The Chairman shall enforce the Accountability Principles and shall lead the Board when discussing the Pastor's performance and compensation; the Pastor shall lead the Board in all other discussions. The Secretary shall maintain and distribute the current edition of the Guiding Principles and other Board documents. The Board Chair and/or Secretary may sign legal documents on behalf of the corporation.

ARTICLE VII. PASTOR ROLE

The role of the Pastor is to lead the Church to accomplish its mission. The Pastor shall lead the Congregation by teaching biblical truth, casting vision, and advancing the mission. The Pastor shall lead the Board by guiding its discussion of mission and boundary principles. The Pastor shall lead the Staff by directing them in their management of all Church operations. With regard to compensation based on performance, the Pastor shall be accountable to the Board. With regard to job retention and approval of major decisions, the Pastor shall be accountable to the Congregation. The Pastor shall hire, direct, compensate and fire any and all Church Staff in compliance with the Guiding Principles established by the Board.

ARTICLE VIII. CHURCH STAFF

A Staff person appointed by the Pastor shall manage each area of Church operation, including property and finance. The term "Staff" shall apply to all ministry leaders appointed for this management purpose, whether they are unpaid, part-time, or full-time with regard to compensation. Among these appointments shall be a financial manager to process receipts and pay bills. Staff positions shall be created, filled, vacated, or discontinued based on how effectively they accomplish designated parts of the Mission Principles within the means allowed by the Boundary Principles. All such decisions are the responsibility and prerogative of the Pastor, who must answer to the Board for the effectiveness of the Staff.

ARTICLE IX. LIMITATION OF LIABILITY

- a) Board members shall not be personally liable for the debts, liabilities, or other obligations of the Church.
- b) To the extent that a person who is, or was, an officer, employee or other agent of this Church has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Church, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- c) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Church but only to the extent allowed by, and in accordance with state law.
- d) The Board may adopt a policy in the Guiding Principles authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Church would have the power to indemnify the agent against such liability under the provisions of state law.

ARTICLE X. AMENDMENTS TO THE BYLAWS OR ARTICLES OF INCORPORATION

The Bylaws or the Articles of Incorporation may be amended in whole or in part if the following requirements are met:

- a) The amendment is proposed by the Pastor, the Church Board, or a petition signed by one-third of the active Members of the Congregation.
- b) The Congregation is given at least two weeks notice of the vote by announcement at regular services or by electronic or postal mail.
- c) The Congregation votes to approve the amendment in with 2/3 of the voting members present approving the change.