

**THE CONSTITUTION
OF
TRINITY LUTHERAN CHURCH
ONEKAMA, MICHIGAN**

"In Nomine Jesu"

PREAMBLE

Whereas Christians should practice fellowship with those who profess the true faith (Acts 2:42; Hebrews 10:23-24); and

Whereas they should endeavor to keep the unity of the faith (Ephesians 4:1-6; 1Corinthians 1:10); and

Whereas they, as a body, should administer the office of the keys (John 20:21-23; Matthew 18:15-20); and

Whereas in such body all things should be done decently and in order (1Corinthians 14-40);

Therefore, we, the members of Trinity Lutheran Church of Onekama, herewith adopt the following Constitution according to which all affairs of this congregation, both spiritual and material shall be governed.

1.0 NAME

The name of this congregation shall be TRINITY LUTHERAN CHURCH OF ONEKAMA

2.0 MISSION

The purpose of this congregation shall be to give honor and glory to the Triune God, to carry out His will, to proclaim the Gospel of Jesus Christ to all the world, to manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, to extend a helping hand in human need, and to achieve our objectives by the preaching of the Word of God, by the administration of the sacraments, and by the religious instruction of all its members according to the confessional standard of the Evangelical Lutheran Church.

3.0 CONFESSIONAL STANDARD

This Congregation accepts without reservation:

3.1 The Scriptures of the Old and the New Testament as the written Word of God and the only rule and norm of faith and practice.

3.2 All the Symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God, to wit: the three Ecumenical Creeds (the Apostles' Creed, the Nicene Creed, the Athanasian Creed), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Large Catechism of Luther, the Small Catechism of Luther, and the Formula of Concord. All of which are found in the Book of Concord.

3.3 **Doctrinal conformity will be such that only hymns, prayers, and liturgies shall be used in the public services of the congregation and in all ministerial acts as conform to the confessional standard as named in 3.2 of this constitution. Likewise, in all classes for instruction in Christian doctrine, only such books shall be used as conform to its purpose.**

4.0 SYNODICAL MEMBERSHIP

This congregation shall be a member of The Lutheran Church-Missouri Synod as long as the Synod conforms to the congregation's confessional standards as set forth in this constitution as determined by a majority vote of the congregation at a meeting called for that purpose.

5.0 MEMBERSHIP

5.1 Membership

The membership of this congregation includes the following:

5.1.1 *Baptized* members are all who have been baptized in the name of the Triune God and who are under the spiritual care of the pastor of this congregation, including the children who have not yet been confirmed.

5.1.2 *Communicant* members are those baptized members who have been instructed in the Lutheran faith, accept the confessional standard of Section 3.0 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 *Associate* members are communicant members who hold membership in a sister congregation(LCMS) elsewhere but who spend part of each year in the area of this congregation and profess the same faith as outlined in Section 3 of this constitution.

5.1.4 *Voting* members are communicant or associate members who have reached the age of 18 years and have been received by the voters' assembly.

5.2 Reception

The members of this congregation are received in the following manner:

- 5.2.1 Baptized members are received through the Sacrament of Holy Baptism or through the consent of one or both parents in the case of children who have been baptized in another Christian congregation.
- 5.2.2 Adult members are received through the rite of confirmation and Sacrament of Holy Baptism as appropriate, through transfer from a sister congregation, or through profession of faith or reaffirmation of faith.
- 5.2.3 Eligible communicant members may be received as voting members upon application for such privilege upon approval of the voters assembly.

5.3 Duties

Member 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. In cases of excommunication, or self-exclusion, each case shall be presented individually by the Board of Elders to the voters' assembly 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 Called Church Workers

- 6.1 This congregation has the exclusive right to call ordained and commissioned ministers. (The terminology "ordained and commissioned ministers" is used to include all church workers rostered by the Synod. In addition to Pastors and Teachers, Directors of Christian Education, Directors of Christian Outreach, Deaconesses, Parish Assistants and Certified Lay Ministers are also included.) 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, who has been endorsed by the Synod, and who is a member of the Synod.
- 6.2 Any ordained or commissioned minister may be removed from office by the voters' assembly by a two-thirds ballot vote, in Christian and lawful order, for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect, or inability to perform the duties of the office.
- 6.3 In case of a vacancy in the office of an ordained or commissioned minister, the congregation shall notify the President of the District so that he may assist in temporarily filling the vacancy and also give assistance in regard to the calling of a new pastor or teacher.

7.0 Authority of the Congregation

- 7.1 The voters' assembly is the final authority of the congregation and has the sole responsibility for amending the Constitution and By-Laws, purchase or sale of real property, approval of the annual operating budget and any revisions, election of officers, erection of facilities, hiring or release of called staff or the borrowing of funds. Other responsibilities may be delegated to the church council or to members of the church staff.
- 7.2 Matters of doctrine and conscience shall be decided by the Word of God; other matters shall be decided by the voters' assembly by a majority vote of the members present at a legally called meeting unless otherwise specified by the Constitution or By-Laws.
- 7.3 The right of calling ordained or commissioned ministers shall be vested in the voters' assembly and shall not be delegated otherwise.

8.0 Officers and Boards

This congregation shall have the following officers and boards in addition to any which the congregation shall authorize from time to time:

8.1 Officers

- 8.1.1 A chairperson, who shall conduct the meetings of the voters' assembly and the church council.
- 8.1.2 A vice-chairperson, who is to fill the role in the chairman's absence or inability to act.
- 8.1.3 A secretary, who shall keep the minutes of the voters' and church council meetings.
- 8.1.4 A treasurer, who shall be responsible for the financial transactions and records of the congregation.
- 8.1.5 A financial secretary who shall oversee the receipt and depositing of all monies in an account established in the name of the congregation.

8.2 Boards

- 8.2.1 A board of elders, which shall assist the pastor in the spiritual life of the congregation.
- 8.2.2 A board of trustees, which shall be responsible for the physical properties of the congregation and to be the legal representative of the congregation.
- 8.2.3 A board for Christian Education, which shall be responsible for the nurture and Christian growth of the members of the congregation.
- 8.2.4 A board for evangelism, which shall lead the members of the congregation in outreach to others in the community.
- 8.2.5 A board for stewardship, which shall be charged with the stimulation of the people to proper stewardship of time, talents and treasures.
- 8.2.6 A board of finance which shall be responsible for preparing and monitoring the annual budget.
- 8.2.7 A board for the Trinity Lutheran Church Endowment Fund which shall be responsible for the management and disbursements of these funds according to the Endowment Fund Agreement.

8.3 Removal from office

- 8.3.1 Any officer or board member may be removed from office by the voters' assembly by a two-thirds majority ballot vote, in Christian and lawful order, for one of the following reasons; persistent adherence to false doctrine, scandalous life, willful neglect or inability to perform the duties of the office.

8.4 Limited Congregational Liability

- 8.4.1 Those individuals duly elected or appointed to or by the Voters Assembly or Church Council who do not receive anything of value from this congregation for such service (other than reasonable per diem compensation and /or reimbursement for actual and necessary expenses incurred) shall be deemed a "volunteer director" or "volunteer officer" for all purposes hereunder.
- 8.4.2 A volunteer director or officer shall not be personally liable to the congregation or its member for monetary damages for any breach of their fiduciary duty except for liability arising from or relating to:
 - 1. a breach of the required duties to the congregation or it's members;
 - 2. acts or omissions not in good faith or the involvement of intentional misconduct or a knowing violation of law (i.e. Michigan law, specifically MCLA 450.2551(1))
 - 3. any transaction from which a director or officer derives an improper personal benefit;
 - 4. any act or omission resulting in liability occurring before the date of the adoption and filing of this provision;
 - 5. any act or omission that is grossly negligent.
- 8.4.3 The congregation shall assume all liability for all acts or omission of a volunteer director or officer occurring on or after the date of adoption and filing of this provision.
- 8.4.4 By adoption of a resolution in accordance with its Articles of Incorporation and By-laws and pursuant to the provisions of Public Act 170 of the Michigan Public Acts of 1987 the congregation shall:
 - 1. have the power to indemnify those persons serving in the position of, or at the request of the corporation, as director, officer, trustee, non-director volunteer, employee or agent against expenses, including attorney fees, judgments, 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 congregation 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 congregation of it's members or other respect to any criminal action or proceeding if the person had no reasonable cause to believe that the conduct engaged in was unlawful;
 - 2. through it's Voters Assembly shall have such further or other authority to indemnify directors, officers, employees or agents consistent with the provisions of Michigan Law and specifically consistent with the provisions of Public Act 170, Michigan Public Acts of 1987, as amended.

9.0 Division

- 9.1 If at any time a division should take place for any reason, the property of the congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in confession and practice to the confessional standards set forth in this constitution, as determined by the dispute resolution process described in the By-Laws of the District or Synod.
- 9.2 In the event that the congregation dissolves, all property shall be disposed of by the final voters assembly for the payment of debts and all just claims against the congregation, and any and all surplus and all rights connected therewith shall be conveyed to and become the property of the Michigan District of the Lutheran Church-Missouri Synod.

10.0 Meetings and Quorum

Regular meetings of the voters' assembly shall be held as determined in Section 1.0 of the bylaws. All members present at a properly called voters assembly shall constitute a quorum.

11.0 By-Laws

This congregation may adopt such By-Laws as required for the accomplishment of its purpose.

12.0 Amending the Constitution

- 12.1 Sections 3.0 and 6.0 of this constitution shall not be subject to repeal or change in any manner that alters the provision's essential meaning.
- 12.2 Amendments to this constitution may be adopted at a regular voters' assembly, provided:
 - 12.2.1 they do not conflict with the provisions laid down in Section 3.0, or with any other section that pertains to a Scriptural doctrine and practice.
 - 12.2.2 that the proposed amendment has been published and copies made available to all communicant members at least two weeks prior to the meeting at which the proposed amendment is to be acted upon.
 - 12.2.3 that an affirmative vote of a two-thirds majority of the voters present is secured by cast ballot.
 - 12.2.4 the amended constitution shall, as a condition of continued membership in the Lutheran Church-Missouri Synod, be submitted the President of the District for review by the District's Constitution Committee and favorable action by the District's Board of Directors before being implemented by the congregation.

Trinity Lutheran Church of Onekama was organized December 26, 1887

Amended Constitution March 16, 1964

Amended Constitution June 10, 1987

Amended Constitution June 5, 2005

Amended Constitution Voter approved July 14, 2009

District approved September 11, 2009

Amended Constitution Voter approved July 21, 2013

District approved

**THE BY-LAWS
OF
TRINITY LUTHERAN CHURCH
ONEKAMA, MICHIGAN**

1.0 VOTERS' ASSEMBLY

- 1.1 Members of the Voters' Assembly shall consist of all voting members of the congregation, eighteen (18) years of age and older.
- 1.2 Quarterly meetings of the Voters' Assembly will be scheduled by the Congregational Chairperson. Notice of the meeting place, date, time and the business items to be considered will be published in the Church bulletin at least one week prior to the meeting date.
- 1.3 Each Board and Committee will report to the congregation at the quarterly Voters meeting. Such reports shall summarize the previous quarters' activities of each one.
- 1.4 Special meetings of the Voters' Assembly may be called by the Congregational Chairperson, the Pastor or the Church Council by announcing the purpose, date, time and place of the meeting at least one week prior to the date of such a meeting.
- 1.5 The voters present at a properly called meeting shall constitute a quorum. Decisions will be by a simple majority of those present unless the Constitution or By-Laws specifies otherwise.
- 1.6 The meeting of the Voters' Assembly shall be conducted in accordance with the Constitution and By-Laws and shall include a devotion. Minutes of the prior meeting shall be available for review.
- 1.7 In questions of parliamentary procedure, "Roberts Rules of Order" shall prevail.

2.0 CHURCH COUNCIL

- 2.1 The membership of the Church Council shall consist of the Council officers, the Chairperson or designated representative of each of the following; the Board of Elders, the Board of Trustees, the Board of Christian Education, the Board of Stewardship, the Board of Evangelism, the Board of Finance, the Board of Trinity Lutheran Church Endowment Fund, and the Sonshine Workers at Trinity plus three (3) members elected from the Congregation at large. The Chairperson of the Congregation shall be the Chairperson of the Church Council and the Congregational secretary shall serve as the recording secretary. The Pastor shall be an advisory member of the Church Council.
- 2.2 Duties of the Church Council shall be:
 - 2.2.1 To establish policies and to consider and discuss all matters pertaining to the general welfare of the Congregation.
 - 2.2.2 To appoint a Call Committee which shall: publish a request to the congregation to identify qualified candidates, contact the District Office for advice and review of candidates nominated by the congregation, review the candidates recommended by the District, and present a "call list" at a regular or special Voters' Assembly meeting with or without a recommendation on a candidate by the committee. The Voters' Assembly will then vote on the call list until a candidate is selected by two-thirds ballot vote of members present. Last minute nominations from the floor (i.e. nominations that have not been reviewed by the call committee) are not considered.
 - 2.2.3 The Church Council shall have the responsibility and authority to decide on all matters not specifically reserved for the Voters' Assembly decision as stated in the Constitution.
- 2.3 The Church Council shall meet at least ten times per year at a time and place determined by the Congregational Chairperson. The Chairperson may call special meetings of the Council by informing members of the time and place for such meetings at least twenty-four (24) hours in advance.
- 2.4 A majority of members of the Church Council shall constitute a quorum. Decisions of the Council will be made by a simple majority of those members present and voting. The presiding Chairperson shall not vote except in case of ties.
- 2.5 The meeting of the Church Council shall be conducted in accordance with the Constitution and By-Laws and shall include a devotion. Minutes of the prior meeting shall be available for review.
- 2.6 In questions of parliamentary procedure, "Robert's Rules of Order" shall prevail.
- 2.7 The Congregational Chairperson has the responsibility of recommending to the council the establishment of or the dissolution of committees. The Chairperson also has the responsibility of recommending to the council the Chairperson and members of such committees. Any committee's recommendations shall be referred to the Church Council for decision, except for those decisions reserved for the Voters' Assembly as stated in the Constitution. The Congregational Chairperson shall furnish to each committee chairperson copies of their respective duties and responsibilities.
- 2.8 The Church Council is responsible for an annual review of all financial records involving the church.
- 2.9 All appointed positions (i.e. Circuit Missions' Council Representative, Lay Delegate to the District Convention) shall be approved by the Church Council.

3.0 NOMINATION AND ELECTION OF COUNCIL POSITIONS AND BOARD MEMBERS

3.1 Nomination Procedure

- 3.1.1 The Congregation Chairperson shall select a nominating committee of not less than four (4) voting members with the Pastor as an advisory member. This committee will prepare a slate of candidates drawn from communicant members, 18 years of age or older. The committee will also check each candidate's willingness to serve before placing any names in nomination.
- 3.1.2 The following council positions shall be nominated; Chairperson, Vice-Chairperson, Secretary, Treasurer and Financial Secretary and At-Large-Members.
- 3.1.3 Approximately one third of all the boards shall be nominated and elected each year.

3.2 Election Procedure

- 3.2.1 The nominating committee, at least two weeks before the date of the election, shall publish a list of candidates in the church bulletin or newsletter.
- 3.2.2 The officers and board members shall be elected by ballot at a Voters' Assembly meeting. Nominations may be made from the floor at this meeting to be placed on the ballot.
- 3.2.3 Officers and board members shall be elected by a simple majority of voters present and voting by ballot.
- 3.2.4 The officers and board members shall assume their respective duties immediately following their installation
- 3.2.5 If the number of candidates running for a Board is less than required to meet the minimal number as stated in the By-laws then the Voters Assembly shall table the election of that Board until sufficient candidates can be found.

3.3 Vacancies of Elected Positions

If an elected position is vacated, the Church Council will appoint a person to fill that position for the remainder of the unexpired term. Boards shall make recommendations to the Council to fill vacancies in their respective boards.

4.0 DUTIES AND TERMS OF COUNCIL

4.1 The Congregational Chairperson shall:

- 4.1.1 Preside at all the Voters' Assembly and Church Council meetings, and may attend any Board or committee meeting in an ex-officio capacity except for the Board for the Trinity Lutheran Church Endowment Committee which has the Congregational Chairperson as an ex-officio voting member of the Board.
- 4.1.2 The term of the office shall be for two years and shall not expire at the same time as the Vice-Chairperson

4.2 The Congregational Vice-Chairperson shall:

- 4.2.1 Perform the duties of the office of Chairperson in the Chairperson's absence, including ex-officio roles.
- 4.2.2 The term of the office shall be for two years and shall not expire at the same time as the Chairperson.

4.3 The Congregational Secretary shall:

- 4.3.1 be responsible to keep accurate minutes of the Voters' Assembly and Church Council meetings for the permanent records of the Congregation
- 4.3.2 may assist the Secretary of the church with the organization of all records of the Church.
- 4.3.3 The term of the Secretary shall be for two years.

4.4 The Congregational Treasurer shall:

- 4.4.1 be responsible to keep accurate records of receipts and disbursements of the congregation in books which are and remain the property of the congregation.
- 4.4.2 pay all bills and salaries
- 4.4.3 submit a report at each regularly scheduled Voters' Assembly and Church Council meeting
- 4.4.4 give a complete annual report at the January meeting for the previous year.
- 4.4.5 The term of the office shall be for two years and shall not expire at the same time as the Financial Secretary.

4.5 The Financial Secretary shall:

- 4.5.1 be responsible for the proper deposit of all money collected
- 4.5.2 keep accurate records of the contributions of each communicant member of the congregation
- 4.5.3 furnish all communicant members using envelopes with an annual report of their contributions
- 4.5.4 The term of the office shall be for two years and shall not expire at the same time as the Congregational Secretary

4.6 Members – At – Large shall:

- 4.6.1 represent the congregation at the council meetings
- 4.6.2 are elected for a one year term
- 4.6.3 they may not serve concurrently in another elected position.

4.7 The Church Council shall establish a Policy and Procedure manual detailing duties and responsibilities of the Congregational Officers which is then approved by the Voters' Assembly and reviewed annually.

5.0 DUTIES AND TERMS OF BOARDS

- 5.1 All Boards and committees are ultimately responsible to the Voters Assembly.
- 5.2 All elected Boards shall meet at least quarterly and as many additional times beyond that as necessary to conduct their business.
- 5.3 A majority of the members of each Board shall constitute a quorum for that Board. Attendance at board meetings can be in person, via telephone conference, or other means of electronic communication. A vote for an item can be done via electronic communication (i.e. email, skype, teleconference, etc...). If a quorum is not achieved then any matters that need to be acted upon shall be brought to the next Church Council meeting by the Chairperson or designee of that Board.

- 5.4 Each Board shall elect at least a Chairperson and Secretary annually. Minutes from each meeting shall be on file at the Church.
- 5.5 Each Board shall establish a Policy and Procedure manual detailing duties and responsibilities which are then approved by the Church Council and reviewed on an annual basis.
- 5.6 A report of the previous Board meetings shall be presented at the following Church Council meeting.
- 5.7 Each Board shall appoint as many committees as necessary for it's work.
- 5.8 The term of each Board member shall be three years unless person requests less years. The Board for the Trinity Lutheran Church Endowment Fund shall have a term limit of three consecutive terms as set forth in the Endowment Fund Agreement.
- 5.9 If the particular Board ceases to function due to lack of required members then that Boards duties will be performed by the Church Council.
- 6.0 THE BOARD OF ELDERS**
 - 6.1 Shall be responsible for assisting the Pastor in overseeing the spiritual life of the congregation specifically in:
 - 6.1.1 the overall spiritual welfare of the church members
 - 6.1.2 the conduct of the worship services and their participants
 - 6.1.3 the functioning of the pastoral office
 - 6.1.4 the well being of the Pastor and his family
 - 6.2 The board shall consist of at least six male members age 18 or older
 - 6.3 The Pastor shall be an advisory member of the Board
- 7.0 THE BOARD OF TRUSTEES**
 - 7.1 Shall be responsible for:
 - 7.1.1 the physical properties of the church (i.e. land and physical maintenance).
 - 7.1.2 be the legal representative of the congregation.
 - 7.1.3 the hiring and review of all non-called employees (paid or volunteer).
 - 7.2 The Board shall consist of at least six members age 18 years and older
- 8.0 THE BOARD OF CHRISTIAN EDUCATION:**
 - 8.1 Shall be responsible for the education and growth of all members of the congregation.
 - 8.2 The Board shall consist of at least four members 18 years and older.
- 9.0 THE BOARD OF EVANGELISM:**
 - 9.1 Shall be responsible to encourage members of the congregation in outreach to others in the community.
 - 9.2 The Board shall consist of at least four members 18 years and older.
- 10.0 THE BOARD OF STEWARDSHIP:**
 - 10.1 Shall be responsible for encouraging people to exercise Biblical stewardship of time, talents and treasures.
 - 10.2 The board shall consist of at least four members 18 years and older.
- 11.0 THE BOARD OF FINANCE:**
 - 11.1 Shall be responsible for preparing and monitoring the annual budget
 - 11.2 The Board shall consist of at least four members 18 years and older.
 - 11.3 The congregation treasurer and financial secretary shall be standing members of this board
- 12.0 THE BOARD FOR TRINITY LUTHERAN ENDOWMENT FUND:**
 - 12.1 They shall be governed by the Endowment Fund Agreement approved by the Voter's Assembly and the policies determined by the Board for the Endowment Fund and agreed to by the Church Council.
 - 12.2 The Board shall consist of six members age 18 years and older. The Board shall also have the Pastor of the congregation as an ex-officio non-voting member and the Congregational Chairperson as an ex-officio voting member.
 - 12.3 A quorum of at least four voting members will be required for purposes of conducting business.
 - 12.4 The Board shall make recommendations to the Church Council for its approval of the grant distributions from the Endowment Fund
 - 12.5 Will be the Board overseeing any new trust created or received by the congregation.
- 13.0 CHANGING THE BY-LAWS**
 - 13.1 Amendments to these By-Laws may be adopted at a regular Voters' Assembly provided:
 - 13.1.1 they do not conflict with the provisions of the Constitution pertaining to Scriptural doctrine and practices.
 - 13.1.2 that the proposed amendment has been published and copies made available to all communicant members at least two weeks prior to the meeting at which the proposed amendment is to be acted upon.
 - 13.1.3 that an affirmative vote of a two-thirds majority of voters present is secured by cast ballot.
 - 13.1.4 the amended by-laws shall, as a condition of continued membership in the Lutheran Church – Missouri Synod, be submitted to the President of the District for review by the District's Constitution Committee and favorable action by the District's Board of Directors before being implemented by the congregation.

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 Revised By-Laws April 12, 1961
 Amended By-Laws February 13, 1963
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 Amended By-Laws June 10, 1987
 Amended By-Laws June 5, 2005
 Amended By-Laws Voter approved July 14, 2009 --- District approved September 11, 2009
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