

MEMORIAL DRIVE LUTHERAN CHURCH

BYLAWS

(As Amended and Restated, February 19, 2017)

Section 1 COMMUNION PARTICIPATION

- A. Participation in Holy Communion shall be open to all ~~people who long to receive God's grace. Jesus Christ embodied that grace through his life, death and resurrection; he invited everyone he encountered, surrounded by sin and death, to have their lives transformed by that boundless grace.~~ ~~baptized Christian believers, including children who have received formal instruction concerning the Sacrament of the Lord's Supper. Worthy participation by a communicant requires sincere repentance, faith in Jesus Christ as Savior, and an earnest desire to amend one's sinful life, together with an acceptance of the Scriptural teaching regarding the Real Presence of Christ with His Body and Blood in the Sacrament. Worship bulletins or other announcements shall be so devised as to make prospective participants aware of these requirements.~~
- B. Communion participation shall be recorded and periodically reviewed by this congregation.

Section 2 MEMBERSHIP (ref: Chapter 8 of Constitution)

A. Baptized Membership

- 1) Children, one or both of whose parents or guardians are members of this congregation, shall, upon receiving Christian baptism, be thereby received as baptized members of this congregation.
- 2) Children, neither of whose parents or guardians are members of this congregation, shall, upon Christian baptism duly recorded as a ministerial act performed under the auspices of this congregation, be received as baptized members of this congregation unless there is understanding that, for good reason, they will be enrolled as baptized members of another congregation. In this case, notice of the baptism shall be given to the congregation in which the child is to be enrolled as a baptized member.
- 3) Children baptized in other Christian congregations and baptized adults mentally incompetent for confirmation shall be received as baptized members of this congregation upon admission of one or both parents or guardians to membership, or by consent of one or both parents or guardians, or by action of the Congregation Council.
- 4) Unbaptized adults who have received instruction and given evidence of having an adequate understanding and acceptance of the teachings of the Word of God, as confessed by the Evangelical Lutheran Church in America, shall, upon confession of faith and Christian baptism duly recorded as a ministerial act performed under the auspices of this congregation, be received as baptized members of this congregation.
- 5) Those persons who have been previously baptized in the name of the Triune God shall, by certificate of transfer from another Lutheran congregation or by affirmation of faith, be received as baptized members of this congregation.

B. Confirmed Membership

- 1) Children who are baptized members of this congregation shall be admitted to confirmed membership through preparation for and participation in the rite of confirmation.
- 2) Applicants for membership presenting letters of transfer showing them to be confirmed members in good standing in other Lutheran church bodies shall be admitted to confirmed membership upon acceptance of their letters of transfer by the Congregation Council and the report of their names to the congregation.

3) Applicants for membership who present evidence of confirmation in a Lutheran church body, but who do not have letters of transfer, shall be admitted to confirmed membership when the pastor has determined that they meet the standards of Christian faith and life indicated in the constitution and these bylaws and when they have reaffirmed their faith before this congregation.

4) Adults received as baptized members according to the provisions of Section 2A.4) of these bylaws shall be recognized as confirmed members.

5) Baptized adults, not previously members of this congregation, who have received instruction and given evidence of having adequate understanding and acceptance of the teachings of the Word of God as confessed by the Evangelical Lutheran Church in America, shall be admitted to confirmed membership through affirmation of faith before this congregation.

C. Voting Membership

Voting members shall be all active, confirmed members of this congregation. Active members are those members who have not been declared inactive under the provisions of Section 2D. of these bylaws.

D. Discontinuance of Membership

1) Members who reside at a distance where they can no longer practically serve or be served by this congregation shall be encouraged to transfer. Any confirmed members in good standing desiring to change their membership to another Lutheran church body shall, upon request, be entitled to a letter of transfer.

2) Any confirmed member who fails to partake of communion and fails to contribute to the congregational treasury according to the congregation's records, for a period of two years, may, upon the determination of the Congregation Council, no longer be considered an active member. Such person shall lose the right to vote, and shall not be counted in the membership statistics of the congregation, and shall be so notified. Such person shall be regarded as an inactive member for a period of five years thereafter. Such person shall be encouraged to participate in the congregational life or to transfer elsewhere as the situation may indicate to be advisable. If he/she resumes activity within the five-year period, he/she shall be restored to the active membership list; if not, he/she shall be removed from the congregational rolls and be notified accordingly.

3) Children, neither of whose parents or guardians are active members of this congregation, shall be dropped from the baptized membership roll if the Congregation Council determines they have failed, without good excuse, to participate regularly for a reasonable period of time in the Christian education program of this congregation.

4) Members who have resigned, transferred, been removed, or who are definitely known to have become members of other congregations without transfer, shall thereby have lost membership in this congregation and all rights appertaining thereto. They shall be so notified in writing.

Section 3

CONGREGATIONAL MEETINGS

(ref: Chapter 10 of Constitution)

A. There shall be two semi-annual meetings of the congregation during each calendar year. The meeting for the election of members of the Congregation Council and the Nominating Committee shall be held in October of each year. The meeting for all other purposes shall be held in February of each year.

B. The current roster of voting members shall be determined by the Congregation Council prior to each congregational meeting and shall be made available at such meetings.

C. The order of business for the February meeting shall be:

- 1) Opening devotions
- 2) Approval of minutes
- 3) Reports of the pastor(s), the Congregation Council, treasurer, committees, and others
- 4) Approval of the annual budget

- 5) Unfinished business
- 6) Elections other than Congregation Council and Nominating Committee
- 7) New business
- 8) Closing prayer

D. The order of business for the October meeting shall be:

- 1) Opening devotions
- 2) Election of Congregation Council members
- 3) Election of the Nominating Committee
- 4) Closing prayer

E. In the following cases voting shall be by ballot:

- 1) To elect the Congregation Council; provided, that in the event the number of nominees is the same as the number of openings, vote may be by voice or show of hands.
- 2) To adopt or amend the Articles of Incorporation, the constitution, or these bylaws.
- 3) To call or dismiss a pastor or to request the resignation of a pastor.
- 4) To remove a member from office in the congregation.
- 5) To sever membership in the Evangelical Lutheran Church in America.
- 6) To dispose of, encumber, or purchase real property.
- 7) When requested by ten or more voting members present.

F. No one shall be declared elected who has not received a majority of the votes cast. If more than one ballot is required in an election, it shall be in order to limit the balloting after the first ballot to the three candidates receiving the highest number of votes on the first ballot and after the second ballot to limit the balloting to the two candidates receiving the highest number of votes.

Section 4 **THE CONGREGATION COUNCIL** (ref: Chapter 12 of Constitution)

A. Membership and Meetings of the Congregation Council

- 1) The Congregation Council shall consist of (i) the pastor(s) and (ii) not less than six (6) nor more than ten (10) members of this congregation. Effective beginning with the Congregation Council election in October 2017, each lay member shall be elected for a term of two (2) years. Effective from such date, elections shall be staggered so that one-half of such members of the Congregation Council (or as near to one-half as practicable) are elected each year.
- 2) In addition to the requirements of voting membership stated in Chapter 8 of the constitution and Section 2C. of these bylaws, qualifications for membership on the Congregation Council shall include such practical abilities as are required in promoting the various committees of the Congregation Council.
- 3) After the semi-annual meeting of the congregation in October at which members of the Congregation Council are elected and before the next January first, members who shall comprise the Congregation Council the ensuing calendar year shall elect officers (as specified in Chapter 11 of the constitution) and Congregation Council members to serve as liaisons to the various committees of the Congregation Council.
- 4) In the event that a member of the Congregation Council is absent from four (4) successive regular meetings of the Congregation Council without excuse acceptable to the Congregation Council, the member shall forfeit his membership on the Congregation Council. Any member having two consecutive unexcused absences from regular meetings shall be notified thereof by the secretary.

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B. Committees of the Congregation Council

1) The Congregation Council shall have authority to establish such committees as may from time to time be necessary or advisable, such committees to be described in continuing resolutions adopted by the Congregation Council. Purposes, duties, and responsibilities of such committees shall be specified in continuing resolutions of the Congregation Council.

2) The Congregation Council shall appoint from its membership persons to serve as liaisons to each such committee established by it. Their duties shall be to help organize and maintain the structures of the committees and to make reports as required to the Congregation Council, including minutes or reports of the meetings of the committees. They shall also report from the Congregation Council to the committees as required.

C. Other Responsibilities of the Congregation Council

1) The Congregation Council shall be empowered to secure such help as is needed to carry on the work of the congregation, such as organist, choir director, parish workers, pastors' secretaries, office secretary, intern, custodian, etc., and to affix appropriate salaries.

2) Adjustments in the salaries of pastors shall be the responsibility of the Congregation Council, subject to the congregation's overall approval of the budget.

3) The Congregation Council shall provide for an annual appraisal and review of the conduct of the pastoral office(s) of the pastor(s), as well as an annual appraisal and review of other staff.

4) The Congregation Council shall operate within the limits of the approved budget of this congregation. Any expenditures in excess of the approved budget plus five per cent must be approved by the congregation.

5) When significant changes to the worship services, liturgy, buildings, or grounds are being considered, the Congregation Council shall ensure that reasonable notice is given to the congregation in order to actively solicit comments on the proposed plans. Notice shall be given by posting plans on bulletin boards, publication in the newsletter, and by announcements at regular services. "Significant changes" are those changes which are long term or irreversible in nature or likely to be controversial with at least a significant minority of the congregation.

Section 5 DUTIES OF OFFICERS

(ref: Chapter 11 of Constitution)

The duties of the officers of the congregation include, but shall not be limited to:

A. The president shall preside over meetings of the Congregation Council and of the congregation, unless the meeting decides otherwise.

B. The vice president shall preside in the absence of the president, unless the meeting decides otherwise.

C. The secretary shall keep the minutes of the meetings of the Congregation Council and of the congregation and shall preserve all archives.

D. The treasurer shall be custodian of all funds of the congregation, local and synodical, and shall disburse all such funds in accordance with the decisions of the congregation or the Congregation Council. The treasurer shall present a report to the Congregational Meeting held in February and such other reports to the Congregation Council as may be required, and shall present ~~an~~ report to the Audit Committee no later than two weeks prior to the February Congregational Meeting.

Section 6
COMMITTEES OF THE CONGREGATION
(ref: Chapter 13 of Constitution)

A. Nominating Committee

The pastor shall serve as convener and *ex officio* advisory member of the Nominating Committee, which shall consist of five (5) voting members of this congregation, two (2) of whom, if possible, shall be outgoing members of the Congregation Council. The Nominating Committee shall nominate one or more candidates for each Congregation Council and Nominating Committee position to be filled and shall secure the consent of each candidate to serve if elected. Candidates for all such positions shall be made known to the congregation in conjunction with the announcement of the special or semi-annual meeting at which the election is to take place. In addition to candidates submitted by the Nominating Committee, nominations may be made from the floor.

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B. Call Committee

The Call Committee shall consist of at least six (6) voting members of this congregation. The president of the Congregation Council shall serve as convener and *ex officio* advisory member of the Call Committee.

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C. Audit Committee

The Audit Committee, which shall consist of three (3) voting members of this congregation, shall audit all financial records of this congregation and present its report in writing to the February semi-annual meeting. It shall also examine all insurance policies to determine the amount and kind of insurance in force and issue its report thereon to the Congregation Council at its February meeting.

D. Mutual Ministry Committees

A Mutual Ministry Committee shall be appointed for each rostered minister~~staff member~~. The appointments shall be made jointly by the staff member and the president. The term for each member of the Mutual Ministry Committee may be up to three (3) years, with the terms staggered (to the extent possible) so that only one member of the committee is being replaced each year.

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E. Vacancies

Vacancies in the congregationally elected Nominating Committee and Call Committee shall be filled in the same manner as provided in the constitution for filling vacancies on the Congregation Council.

Section 7
USE OF CHURCH PROPERTY
(-ref: Chapters 5 & 12 of Constitution)

A. The property of this congregation shall be for the use of the congregation in its normal function as a Lutheran church body and shall not be used in any way not in harmony with the purpose of the congregation.

B. Buildings which are the property of the congregation shall not be loaned or rented to groups or individuals not affiliated with the congregation or with the Evangelical Lutheran Church in America unless application for such use has been approved by the pastor or, in the absence of the pastor, the president of the Congregation Council, each acting in accordance with written facility use policy statements adopted from time to time by the Congregation Council.

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C. The Congregation Council shall provide in continuing resolutions policy statements regarding the use of all church facilities.

Section 8
REPORTS OF ORGANIZATIONS
(-ref: Chapter 14 of Constitution)

All committees and organizations handling funds within the congregation shall submit accounts to the treasurer or the church office at least thirty (30) days prior to the semi-annual meeting to be held in February, and the treasurer shall include such accounts in his report to the meeting.

Section 9
MINISTERIAL RECORDS
(ref: Chapter 9 of Constitution)

The pastor(s) shall be responsible for keeping accurate records of membership and of all ministerial acts on forms provided by the congregation. Such records shall remain the property of this congregation. The pastor(s) shall report these statistics to the congregation annually. Upon leaving the congregation, a pastor shall complete the records of his/her ministry up to the time of departure.

Section 10
FISCAL YEAR

The fiscal year of this congregation shall be the calendar year.

Section 11
CONTINUING RESOLUTIONS
(ref: Chapter 18 of Constitution)

Continuing resolutions are statements of policies and procedures which have been approved by the Congregation Council, or the congregation in a legally called meeting, to guide all members of the congregation and staff in the performance of specific functions.

A current record of all continuing resolutions, including the dates of adoption, shall be maintained by the secretary of the congregation. Copies of all continuing resolutions shall be kept in the church office.

All continuing resolutions shall be appropriately reviewed and either reaffirmed, deleted, or amended with approval by the Congregation Council every three (3) years.

Continuing resolutions may be added, deleted, or amended at any time in the current record upon approval by a two-thirds vote of all the voting members of the Congregation Council or a majority vote of the congregation in a legally called meeting.

Section 12
INDEMNIFICATION
(ref: Chapter 19 of Constitution)

A. Subject to Section 12B. of these bylaws, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, ~~or~~ administrative, investigative, or arbitral, because such person is or was an officer of this congregation, a member of the Congregation Council, any committee of the congregation, or an employee of the congregation, shall be indemnified and held harmless by Memorial Drive Lutheran Church, to the fullest extent authorized by the laws of the State of Texas, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the congregation, and, with respect to any criminal action or proceeding, had no reason to believe such person's conduct was unlawful.

B. Any indemnification under Section 12A. of these bylaws shall be made by Memorial Drive Lutheran Church only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the claimant has met the applicable standard of conduct set forth in Section 12A. Such determination shall be made by a majority vote of the Congregation Council (excluding any member of the Congregation Council who is not personally disinterested in the determination); provided, that if a quorum of disinterested members of the Congregation Council is not available, or if the disinterested members so direct, the determination shall be made by a majority vote of the congregation at a legally called congregational meeting. Notwithstanding the foregoing, if a claimant has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, such person shall be

indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person, without the necessity of authorization in the specific case.

C. The rights to indemnification granted pursuant to these bylaws shall be contract rights that vest at the time of an indemnitee's service to the congregation, and such rights shall continue as to an indemnitee who has ceased to be an officer, Congregation Council member, committee member or employee and shall inure to the benefit of such indemnitee's heirs, executors and administrators. Such rights cannot be terminated by Memorial Drive Lutheran Church or its members with respect to a person's service occurring prior to the date of such termination. Any amendment or repeal of Section 12 of these bylaws that limits, restricts or otherwise adversely affects any right of indemnification provided hereunder shall be prospective in effect only.