

# **CONSTITUTION OF HOLY CROSS LUTHERAN CHURCH OF KEARNEY, NEBRASKA AMENDED AND RESTATED – November 22, 2020**

## **ARTICLE I NAME AND PLACE OF LOCATION**

The name of this congregation shall be "HOLY CROSS LUTHERAN CHURCH OF KEARNEY, NEBRASKA" and the place of its location shall be in Kearney, Buffalo County, Nebraska.

## **ARTICLE II PURPOSES AND OBJECTS**

The purposes 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 nurture the faith of its members, 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 to human need, and to achieve its 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.

## **ARTICLE III DOCTRINAL STANDARDS**

This congregation accepts 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. The congregation acknowledges all of the Confessions of the Evangelical Lutheran Church, contained in the Book of Concord of 1580, to be the true and genuine exposition of the Bible, from which, because they are derived from the Word of God, all doctrines are to be deduced and proved, and by which standard all religious disputes are to be settled. These confessions are: The Ecumenical Creeds (Apostles', Nicene and Athanasian), the Unaltered Augsburg Confession, the Apology of the Unaltered Augsburg Confession, the Smalcald Articles, Luther's Large and Small Catechism, and the Formula of Concord.

## **ARTICLE IV 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 Article III of this Constitution.

## **ARTICLE V MEMBERSHIP**

The membership of this congregation includes the following:

### **A. Baptized Membership**

#### **1. Definition**

Baptized members are all members 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 confirmed their baptismal vow.

#### **2. Reception**

Baptized members are received through the Sacrament of Holy Baptism, through transfer, or with the consent of one or both parents or guardians in the case of children who have been baptized in another Christian congregation.

#### **3. Duties**

Baptized members shall conform their lives to their baptismal vow.

### **B. Communicant Membership**

#### **1. Definition**

Communicant members are those baptized members who have been confirmed in the Lutheran faith, have accepted the doctrinal standards of Article III of this Constitution, are familiar with the contents of Luther's Small Catechism, and who are not members of organizations whose principles and conduct conflict with the Word of God.

#### **2. Reception**

Communicant members are received through the rite of confirmation, by transfer from a sister congregation, upon profession of faith, or by reaffirmation of faith, provided they conform to the requirements for membership in this congregation.

### **3. Duties**

Communicant members shall: lead Christian lives and abstain from manifest works of the flesh; attend divine services faithfully and partake of the Lord's Supper frequently; submit to the regulations already made or to be made by this congregation, provided they do not conflict with the Word of God; impart and accept brotherly admonition as the need for such admonition becomes apparent; and exercise faithful stewardship of God's gifts. They should demonstrate discipleship by growing together in Christ's love and by reaching out as Jesus' disciples.

## **C. Voting Membership**

### **1. Definition**

Voting members are all communicant members who are at least eighteen years old and have signed the register of voting members.

### **2. Duties**

Voting members shall attend the meetings of the Voters' Assembly regularly, participate in the work of the congregation, willingly accept responsibility according to ability, and familiarize themselves with and submit to the Constitution and Bylaws of the congregation.

### **3. Termination**

Termination of communicant membership automatically terminates voting membership.

## **ARTICLE VI CALLED CHURCH WORKERS**

The right of calling pastors and/or other commissioned ministers shall be vested in the Voters' Assembly and shall never be delegated to a smaller group or to an individual. The following shall be the procedure for issuing such calls :

### **A. Nominations:**

In order to be considered for a call as a pastor (minister of religion - ordained) or another ministry position (minister of religion - commissioned) a candidate must be eligible for a call as defined by the Lutheran Church Missouri Synod. They must profess acceptance of, and pledge faithful adherence to, the Confessions as set forth in Article III of the Constitution of this Congregation.

At a properly convened meeting of the Voters Assembly, a list of candidates for the position shall have been submitted by the Elders or Board of Directors as is appropriate. Candidate names shall have been received from the District President or an equivalent, appropriate authority. Candidates may also be nominated by members of the congregation.

### **B. Elections:**

The election of a pastor or commissioned minister from the list of candidates chosen by the Voters' Assembly shall be by ballot. The candidate receiving the majority of all votes cast shall be considered elected. The election shall, if possible, be made unanimous by a rising vote. The call shall be sent to the elected pastor or commissioned minister.

## **ARTICLE VII REMOVAL OF PASTORS, CALLED MINISTERS AND ELECTED OFFICERS**

Any pastor, minister or officer may be removed from office by the Voters Assembly by a majority ballot vote of all Voting Members, in Christian and lawful order, for one of the following reasons: persistent adherence to false doctrine, scandalous life, or willful neglect of duties, or evident and protracted incapacity to perform the functions of the office to which the individual has been called.

Charges on any of these counts shall be carefully investigated by the Board of Directors. The Board, after consultation with the appropriate officers of The Nebraska District of the Lutheran Church Missouri Synod, shall notify the Congregation of the matter and shall submit the matter for action at a special meeting of the Congregation.

## **ARTICLE VIII AUTHORITY OF AND WITHIN THE CONGREGATION**

The Voters Assembly shall be the governing body of the congregation and their authority is detailed in the Bylaws. A Board of Directors shall oversee and provide direction to the congregation on behalf of the Voters Assembly.

## **ARTICLE IX BOARD OF DIRECTORS**

### **A. Responsibilities:**

The Board of Directors shall have the authority to develop and implement policies, procedures and ministries as necessary to execute the vision and plans approved by the Voters Assembly. Written policies and procedures shall be made available to voting members upon request. The Board of Directors shall have no authority beyond that which has been conferred upon it by the bylaws of the congregation or by the Voters Assembly.

**B. Membership:**

The Board of Directors shall be made up of nine (9) members of the congregation, elected by the Voters Assembly. Members shall have been communicant members for at least two (2) years prior to assuming a position on the Board. They shall not be ministry staff members or employees of the Church. They shall practice personal spiritual disciplines for the development of their own faith life, (e.g. personal Bible study, devotional/prayer life, Biblical stewardship and involvement in the ministries of the church) endeavor to lead exemplary spiritual lives, and attend worship regularly. The Senior Pastor and Parish Administrator are ex-officio, non-voting members of the Board.

**C. Officers of the Board / Congregation**

The Board shall annually elect from its members a Chairman, Vice-Chairman, Secretary, and a Treasurer (when required in the interim). These officers shall be the officers of the congregation also, serving in the same office in the congregation to which they were elected by the Board. For purposes of Nebraska law, the Chairman is also the de-facto President of the congregation/corporation.

## **ARTICLE X ELIGIBILITY FOR OFFICE**

Voting members of the congregation who have been members for at least two years may hold elective office in the congregation. Women may not hold the offices of Pastor, Chairman of the Board of Directors/Congregation, Vice-Chairman of the Board of Directors/Congregation or Elder (see 1 Timothy 2).

## **ARTICLE XI ELDERS**

The purpose of the Elders is to assist the Pastors in carrying out the pastoral ministry (i.e. discharging the pastoral functions, assisting with worship, dealing with matters of spiritual authority and discipline, and serving as a source of advice for the Pastors). The Elders shall be authorized to appoint such committees and Ministry Action Teams (e.g. ushers, altar guild, social ministry, sound and technology) as are necessary to carry out its duties. The Elders shall be concerned with emotional and physical needs of the pastors and their families. In the event of a pastoral vacancy, Elders are responsible for organizing and overseeing a call committee.

The Elders shall be made up of no less than twelve (12) male members of the Congregation elected by the Voters' Assembly. Elders shall annually elect their own chairman, vice-chairman and secretary. Elders will serve three year terms, with terms established on a staggered basis. The Elder team will nominate their own replacements when vacancies occur.

## **ARTICLE XII DEBTS AND PROPERTY**

The Board of Directors of this congregation may contract in behalf of the congregation and bind the congregation for debts. The congregation may convey, encumber or change its properties only by authority of the Voters' Assembly given by resolution adopted by a majority vote of the Voters' as prescribed in the by-laws. Legal documents and instruments shall be executed on behalf of the congregation by the Chairman or Vice-Chairman and by the Secretary of the Board of Directors.

## **ARTICLE XIII AMENDMENTS TO THE CONSTITUTION**

The congregation may adopt and/or amend the Constitution as required for the accomplishment of its purpose.

1. Changes to the Constitution may be made by a favorable vote of a two-thirds (2/3) majority of the Voting Members present at the Annual Voters' Assembly or at a special Voters' Assembly.

2. Proposed changes to the Constitution shall be presented in writing at the Voters Assembly and announced to the congregation by public posting and/or mail to all communicant members at least 10 days prior to the meeting at which the proposed amendment will be acted upon.

3. Any revision to this Constitution shall, as a condition of continued membership in good standing in The Lutheran Church - Missouri Synod, be submitted to the President of the Nebraska District for review by the Nebraska District's Constitution Committee and must receive favorable approval by the District's Board of Directors before being adopted by the congregation.

# **BYLAWS OF HOLY CROSS LUTHERAN CHURCH OF KEARNEY, NEBRASKA AMENDED AND RESTATED – November 22, 2020**

## **ARTICLE I MEMBERSHIP**

### **Termination of Membership**

Communicant membership shall be terminated and the member removed from the Church's membership role, upon recommendation of the Elders and the approval of the Voters' Assembly for one of the following reasons:

- a. Death
- b. Personal request of the member for transfer of membership to a sister congregation.
- c. Personal request of the member for release from membership.
- d. Joining a congregation outside of our fellowship.
- e. Members whose whereabouts are unknown for a period of one year or longer.
- f. Self Exclusion. When a member of the Church has not attended worship services and communed for at least twelve (12) consecutive months, after admonition and encouragement to do so, the members' name shall be transferred to the mission/inactive file of the Congregations and shall be declared to have excluded himself or herself from the Congregation. Such self-exclusion releases the individual from all responsibilities of this Congregation, and also excludes the individual from the privileges of membership in the Congregation. Such an individual shall, however, at all times be cordially welcome to attend worship services and to seek reinstatement to membership in the Congregation.
- g. Discipline and Excommunication: Discipline is to be applied to any member who conducts himself or herself in an unchristian manner (i.e. openly adheres to false doctrine, evidences an immoral life, or willfully despises the preaching of the Gospel and the Lord's Supper). The Elders, in conjunction with the Senior Pastor, shall admonish such members according to Matthew 18:15-20. If the individual remains impenitent after proper admonition, the individual's name shall be submitted for excommunication. The Elders, in conjunction with the Senior Pastor, shall recommend to the Congregation the excommunication of the member. Each case shall be presented individually to the Voters' Assembly for action. A two-thirds (2/3) vote by the voters present shall be required for excommunication.
- h. Restoration of Membership: Persons who have been removed from membership through excommunication (discipline) shall be restored with all rights and privileges when the individual repents and asks forgiveness from the Senior Pastor and/or Elders. Both acts of excommunication and restoration shall be made known to communicant members of the Congregation by whatever method the Elders and Senior Pastor deem most suitable.
- i. Membership additions and releases shall be communicated to the Voters' Assembly at regular meetings.

## **ARTICLE II BOARD OF DIRECTORS**

### **A. Term of Office**

Each board member will serve a three year term established on a staggered basis. The term of office shall begin on January 1 following the individual's election.

### **B. Meetings**

The Board of Directors shall meet at least quarterly at a time designated by the Chairman. The time and place of the meeting shall be publicized by the Church not less than 10 days, nor more than 50 days, prior to each meeting, including on the two (2) Sundays before the meeting. The Chairman, any four members of the Board, the Senior Pastor and/or the Parish Administrator may call a special meeting of the Board. Three days notice must be provided. Minutes of all Board meetings shall be maintained and publicized.

### **C. Quorum and Decisions**

A majority of Board members will constitute a quorum. Decisions will be made by simple majority of those present.

**D. Vacancies on the Board**

Should a vacancy occur on the Board of Directors, a replacement will be selected from the Congregation by the members of the Board. The replacement will complete the term and may stand for election at the next election cycle.

**E. Nominating Procedure for Board of Directors**

The Chairman of the Board of Directors will create a Nominating Committee to prepare for elections to the Board of Directors. The Nominating Committee will consist of at least three members of the Board and no more than two congregational members at large. The Committee will prepare a single slate of candidates drawn from the communicant members. Qualifications shall be reviewed by the entire Board of Directors and willingness of each nominee to serve shall be obtained. The number of nominees shall at least equal the number of vacancies on the Board. The slate shall be approved by the Board and completed and published at least two weeks prior to the Annual Meeting.

**F. Chairman of the Board of Directors - Duties**

The Chairman will preside at all meetings of the Board of Directors. To the best of his ability he will enforce the constitution and by-laws of the congregation and provide leadership for the direction and governance of ministries within the church. The Chairman of the Board of Directors will also act as the Chairman of the Congregation. As such he will preside over Congregational meetings and assume any duties required of a Congregational Chairman.

**G. Vice-Chairman of the Board of Directors - Duties**

The Vice-Chairman shall perform the duties of the Chairman in his absence, his disability or at his request.

**H. Secretary - Duties**

The Secretary shall record the proceedings of the Board of Directors meetings and meetings of the Voters Assembly. The Secretary will register all members present and shall submit minutes for approval at the following meeting.

**I. Treasurer - Duties**

The traditional and customary duties of a congregational Treasurer fall within the duties assigned to, and to be fulfilled by, the Parish Administrator. As such, the role of Treasurer shall be filled de facto by the congregation's Parish Administrator without election or any other action of the Congregation. However, if the congregation has not otherwise employed a Parish Administrator, or the position of Parish Administrator is vacant for any reason, the Board of Directors will elect from its number a Treasurer to serve in the interim until the Parish Administrator position is filled.

## **ARTICLE III ELDERS**

**A. Qualifications**

Elders shall meet the qualifications as set forth in 1 Timothy 3:1-7. Elders shall practice personal spiritual disciplines for the development of their own faith life, (e.g. personal Bible study, devotional/prayer life, Biblical stewardship and involvement in the ministries of the church) endeavor to lead exemplary spiritual lives, and attend worship regularly. They should possess the ability to relate to others with integrity, honesty and straightforwardness; the ability to speak the truth in love; be self-controlled and respectable. Elders should be communicant members of the congregation for two (2) years prior to their election. The Senior Pastor is an ex-officio member of the Elders.

**B. Nominations and Election**

The Chairman of the Elders will create a Nominating Committee to prepare for elections to the Elders. The Nominating Committee will consist of at least three Elders and no more than two congregational members at large. The Committee will prepare a single slate of candidates drawn from the communicant members. Qualifications shall be reviewed by all of the Elders and a willingness of each nominee to serve shall be obtained. The number of nominees shall at least equal the number of vacancies on the Board. The slate shall be approved by the Elders and completed and published at least two weeks prior to the annual meeting. An Elder's term shall begin on January 1, following their election by the Voters Assembly.

## **ARTICLE IV MEETINGS OF THE CONGREGATION (VOTER'S ASSEMBLY)**

**A. Annual Meeting**

The Annual Meeting of the Congregation (Voters Assembly) shall be held in November of each year for the purposes of receiving a report on the ministry of the Church, electing the Board of Directors of the Church, electing Elders, electing members of the Foundation Committee, approval of a budget for the upcoming fiscal year and conducting business with regard to any other matters properly brought before the Voters' Assembly. Regular and special meetings of the congregation, shall be called by the Board of Directors by publicly announcing the date, purpose and place of such meeting on two successive Sundays prior to the date of such meeting. Such announcement shall be made verbally during worship and in written form in regular church publications. In addition to principles laid down in Scripture and in the bylaws of the congregation, for purposes of order, Roberts' Rules of Order shall prevail.

**B. Special Meetings**

The Board of Directors or any fifty (50) members of the Congregation by written request may call a special meeting of the Congregation provided that proper notification is given to announce such special meeting. Proper notification shall consist of a written announcement at Sunday worship services, at least 10 days and no more than 60 days prior to the proposed meeting.

**C. Quorum: Vote Required: Minutes**

A minimum of forty voting members (40) shall constitute a quorum. All decisions shall be made by majority vote of the voting members present. Exceptions to this procedure include: the amending of the bylaws, the removal of a Pastor, Called Worker or member of the Board of Directors, the purchase of real property, the erection of buildings, the conveying or encumbering of real property, and for the merger or dissolution of the Church as a corporation which shall require a majority vote of all voting members. In the absence of a quorum, those present may fix the date, time and place for an adjourned meeting for which at least five days written notice shall be given. The members who are present at such adjourned meeting shall constitute a quorum. Minutes shall be kept of all regular and special meetings of the Congregation.

**D. Fiscal Year**

The fiscal year for the corporation shall end as of the 31<sup>st</sup> day of December in each year.

## **ARTICLE V HOLY CROSS FOUNDATION**

**A. Name**

The congregation shall establish one or more funds, to be maintained separately and independently of the General Fund (and any other Trust or special-purpose designated funds), which shall be called (in the aggregate) the Holy Cross Foundation (referred to herein as *Foundation*).

**B. General Purpose and Operation**

This Foundation's purpose shall be to receive gifts, contributions, bequests and any other transferences of assets and to use them for the mission and ministry of Holy Cross Lutheran Church of Kearney, Nebraska and The Lutheran Church-Missouri Synod, its districts, seminaries, colleges, institutions or agencies.

**C. Foundation Committee**

A Foundation Committee shall be established and consist of no fewer than five and no more than seven members duly elected by the Voters' Assembly. The Committee shall annually elect its own chairman, vice-chairman and secretary. Committee members will serve three year terms, with terms established on a staggered basis. The Parish Administrator shall serve as an ex-officio member of the Committee. The Committee will nominate their own replacements when vacancies occur. The proposed slate of candidates for Committee vacancies will be prepared and approved by the Parish Administrator. The slate shall be completed and published at least two weeks prior to the Annual Meeting of the Voters Assembly. A Foundation Committee member's term shall begin on January 1, following their election by the Voters Assembly.

**D. Foundation Committee Duties and Responsibilities**

The Foundation Committee shall promote and manage all affairs of the Foundation, in coordination with the Parish Administrator. The Committee shall insure that complete and accurate books of account are maintained. Separate identification and recording shall be made of all transactions with respect to any special or restricted gift or gifts. The Committee shall establish and maintain means for acknowledging the receipt of each gift and contribution, including, whenever feasible, a designation of the value ascribed to each gift. The Foundation Committee is to inform the members of the congregation of the purposes of the Foundation, and may periodically arrange for members of the congregation to meet with professional counselors in the area of charitable giving, wills, bequests, insurance, and other relevant topics. No member of the Committee shall engage in any self-dealing or transactions with the Foundation in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the Foundation. The Committee shall provide a written report of the financial activity and position of the Foundation to the Board of Directors at least quarterly, and to the Voters Assembly at least annually. The Committee shall establish such written rules and regulations as may be necessary for the conduct of its business. It shall adopt standards and goals to guide in the expenditure of the income from the Foundation, which it may amend, all within the stated purposes of the Foundation. Subject to the other provisions of these Bylaws, the Foundation Committee, with the assistance of and in coordination with the Parish Administrator, may exercise all powers and rights that are not otherwise denied non-profit corporations by the laws of the State of Nebraska, which are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in this Article.

## **ARTICLE VI AMENDMENTS TO THE BY-LAWS**

The congregation may adopt and/or amend the By-Laws as required for the accomplishment of its purpose.

1. Changes to the By-Laws may be made by a favorable vote of a two-thirds (2/3) majority of all the Voting Members of the Congregation at the Annual Meeting or at a special meeting of the Congregation.
2. Proposed changes to the By-Laws shall be presented in writing at the Voters Assembly and announced to the congregation by public posting and/or mail to all communicant members at least 10 days prior to the meeting at which the proposed amendment will be acted upon.
3. Any revision to these By-Laws shall, as a condition of continued membership in good standing in The Lutheran Church - Missouri Synod, be submitted to the President of the Nebraska District for review by the Nebraska District's Constitution Committee and must received favorable approval by the district's board of directors before being adopted by the congregation.