

**Trinity Lutheran Church of Hudson, Wisconsin**

**Constitution and Bylaws**



***Reaching out daily from a growing Heart  
to Heaven, Home, and Humanity Near and Far.***

As adopted by the Congregational Assembly  
on January 23, 2011  
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# Trinity Lutheran Church of Hudson, Wisconsin

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# **Constitution of Trinity Lutheran Church of Hudson, Wisconsin**

## **PREAMBLE:**

It is the will of our Lord Jesus Christ that his disciples should preach the Gospel to the whole world (Mark 16:16, Matthew 28:18-20, Acts 1:8). That Christ's mission for His Church might be carried out according to His will, He has commanded that Christians unite in worship (Hebrews 10:24-25), practice fellowship with one another (Acts 2:42), witness to all men (Acts 1:8), help each other grow in the Word (Ephesians 4:7-16, Mark 10:42-44, John 13:35, Galatians 6:10), administer the Office of the Keys as His Church (John 20:21-23, Matthew 18:15-20) and maintain decency and order (I Corinthians 14:40) in the Church.

Therefore we, a number of Lutheran Christians living in and near the City of Hudson, State of Wisconsin, accept and subscribe to the following Constitution and Bylaws, in accordance with which all spiritual and material affairs of our congregation shall be governed.

## **ARTICLE 1: NAME**

The name of this congregation shall be:

**Trinity Lutheran Church of Hudson, Wisconsin**

Trinity is a religious, non-stock corporation organized pursuant to chapter 181 and other Wisconsin statutes.

## **ARTICLE 2: MISSION & VISION**

“Jesus replied: ‘Love the Lord your God with all your heart and with all your soul and with all your mind. This is the first and greatest commandment. And the second is like it: Love your neighbor as yourself. All the Law and the Prophets hang on these two commandments.’” – Matthew 22:37-40 (NIV)

These words of our Lord Jesus, by His own admission, formulate the “Greatest Commandment” and they serve to inspire our sense of mission. We believe that Trinity exists to love God and to be a vessel of His love to others by means of faithful Christian ministry which “grows faith and shows love”. This mission has given birth to our congregational vision. “Trinity Lutheran Church is reaching out daily with a growing heart for heaven, home, and humanity near and far.”

## **ARTICLE 3: CONFESSIONS**

This congregation accepts all the canonical books of the Old and New Testaments as the inspired and revealed Word of God, and all the Symbolical Books of the Evangelical Lutheran Church, contained in the Book of the Concord of the Year 1580, as the correct presentation and true exposition of Christian doctrine drawn from the Holy Scripture, viz.:

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

No doctrine or practice in conflict, or inconsistent, with the above norms of our faith and life shall be taught or tolerated in this congregation.

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## **ARTICLE 4: SYNODICAL AFFILIATION**

This congregation shall be affiliated with the Lutheran Church-Missouri Synod (LCMS) as long as the confessions and constitutions of said Synod are in accord with the confessions and Constitution of this congregation as stated in Article 3.

This congregation shall, to the best of its ability, cooperate with said Synod and assist it in effecting all sound measures intended for the building up of the Kingdom of God.

## **ARTICLE 5: MEMBERSHIP**

- A. Baptized membership in this congregation is held by all those who are baptized in the Name of the Triune God and are under the spiritual care of its ministry.
- B. Communicant membership in this congregation may be held only by those who:
  - 1. Are believers in Jesus Christ as their Lord and Savior and in the Triune God as the only true God, and who have publicly declared their allegiance.
  - 2. Have been accepted into communicant membership in accordance with the Bylaws of this congregation and shall remain faithful to the responsibilities of membership as contained in the Bylaws.
  - 3. Do not live in manifest works of the flesh (Galatians 5:19-21), but lead a Christian life.
  - 4. Do not, because of affiliation with any other organization or secret society, promise primary allegiance to anything or anyone above the Triune God. Each member is to uphold the primacy of faith as stated in Article 3 of this Constitution.
- C. Communicant membership, and the privileges of same, remains in force as long as a member maintains eligibility according to requirements stated in Article 1 of the Bylaws. Any member whose relationship with the congregation has been terminated (per Article 1, Section 3 of the Bylaws) shall no longer have the rights and privileges of such membership.
- D. Voting membership is defined in Article 2 of the Bylaws.

## **ARTICLE 6: ORGANIZATION**

### **A. General**

This congregation shall be represented by and administer all its affairs through its body of Voting Members known as the Congregational Assembly. Only communicant members who have qualified according to the membership provisions of the Bylaws shall be received as Voting Members of the congregation.

The Congregational Assembly shall delegate to the Directors and Deacons authority to conduct and perform the acts and affairs of this congregation in accordance with responsibility provisions of the Bylaws in its stead between Annual meetings of the Congregational Assembly.

### **B. Officers of the Congregation**

The officers of the congregation shall consist of a President, a Vice President, a Secretary and a Treasurer elected in accordance with the Bylaws of the congregation.

### **C. Board of Directors**

The Directors shall be composed of the Officers, and a maximum of seven (7) other Voting Members elected by the congregation (or appointed to fill vacancies as provided in the Bylaws).

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### **D. Board of Deacons**

The Board of Deacons shall consist of not less than seven (7) nor more than eleven (11) Deacons, such number to be ratified by the Congregational Assembly. In accordance with the doctrinal stance of the LCMS, at least five members shall be male.

### **E. Pastors**

Roles and responsibilities of the pastor (s) will be based on the gifts, talents, and experience of the individual pastor and developed using the Pastoral Team Model. Individual roles and responsibilities will be developed by the Board of Deacons' Pastoral Support Committee.

### **F. Ministry Staff**

The ministry staff, as defined in the Bylaws, administers the day-to-day operations and ministries of the congregation as guided and directed by the pastor given the designated responsibility.

### **G. Budget/Fiscal Responsibility**

The Board of Directors shall cause an annual budget to be prepared and shall present the same for approval by the Congregation prior to the commencement of each fiscal year of the Congregation, shall supervise the expenditure of funds in accordance therewith following its adoption and may incur obligations up to and including amounts five percent (5%) in excess of the total annual budget without further approval of the Congregation. The Board of Directors shall, upon request of a voting member(s), appoint an audit committee, which shall review the financial transactions of the Congregation and prepare a report to the Board of Directors and the Congregation.

### **H. Rights and Powers**

This congregation, guided by the Holy Spirit and subject to the limiting provisions and regulations of this Constitution and its associated Bylaws, shall have supreme power in the administration of its affairs. It is not empowered, however, to decide anything contrary to the Word of God and the confessions of the Lutheran Church (Article 3), and any such decisions shall be null and void.

No duly elected Officer of this Congregation, member of the Boards of Deacons or Directors, Pastor or member of the ministry staff shall have any power or authority beyond that conferred upon them by the congregation acting through its Voting Members.

Specially delegated rights and powers shall be subject to revision or complete withdrawal by the Congregational Assembly at its discretion.

## **ARTICLE 7: PASTORS AND OTHER CALLED SERVANTS**

### **A. Eligibility**

Only such candidates shall be elected and called to serve as pastors, or as called servants, who profess acceptance of, and pledge faithful adherence to, the confessions of this congregation as set forth in Article 3 of this Constitution.

### **B. Tenure**

In the absence of adequate cause for dismissal, as defined in the Bylaws associated with this Constitution, the tenure of an elected and called pastor, or other called servant, under a "Tenured Call" shall be the remainder of his active life, or until the Lord calls him into another field of service. If the call was issued as a "Non-tenured Call", then a specific point of termination or reconsideration will be included in the call documents themselves.

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### **ARTICLE 8: AUXILIARY ORGANIZATIONS**

Auxiliary organizations may be formed within the Congregation only with the express approval of the Directors, who reserve the right to refer all matters to the Voting Members, and all organizations shall

have as their ultimate objective the glory of God and the extension of His Kingdom through Christian service in the congregation, the community, and the world. Such organizations shall be under the supervision of the Directors with counsel from the Ministry Staff.

Each auxiliary organization shall develop bylaws, rules and regulations for its organization and operation. The Directors shall have authority to adopt and amend such bylaws. An approved copy of the bylaws for each organization shall become part of a manual of congregational policies.

### **ARTICLE 9: PROPERTY RIGHTS**

If, at any time, a separation should take place within this congregation, the advice of the officers of the District and Synod shall be sought. If, despite all efforts to reconcile differences in peace and love, a division into factions of the congregation should occur, the property of the congregation and all benefits therewith connected shall remain with those members who continue to adhere in confession and practice to Articles 3, 5 and 7 of this Constitution. If no doctrinal issue is involved in the separation, the property of the congregation and all benefits therewith connected shall remain with the majority of the members, unless specified otherwise as the result of a merger or separation agreement.

In the unfortunate event this organization should dissolve, it shall be the responsibility of the Congregational Assembly to determine the disposition of the assets and all rights therewith connected by majority vote of the Congregational Assembly at the time of dissolution. No member may profit by the dissolution of the organization.

### **ARTICLE 10: VALIDITY OF RESOLUTIONS**

All congregation matters shall be decided by a simple majority vote of the qualified Voting Members present at a properly convened meeting of the Congregational Assembly, except as otherwise provided in this Constitution and its associated Bylaws for dealing with certain situations or matters therein specifically mentioned and defined.

### **ARTICLE 11: BYLAWS**

This congregation may adopt such Bylaws as may be required for the accomplishment of its purpose.

### **ARTICLE 12: AMENDMENTS**

- A. This Constitution may be changed or amended, with the exception of the Articles listed in section B of this article, by a two-thirds (2/3) majority of the votes cast in a properly convened meeting of the Congregational Assembly. Amendment(s) may be proposed by resolution of the Directors or petition in writing by a minimum of ten percent (10%) of the average weekly attendance at all worship sites at the end of the previous calendar year. The proposed amendment(s) must be presented in writing at a meeting of the Congregational Assembly prior to the meeting established for the adoption vote. The purpose and nature of the proposed change(s) and the date of the Congregational Assembly at which the proposed change(s) is (are) to be acted upon must be publicized to the congregation at least 14 days in advance. Reference to the proposed change(s) must be made in church services in the two weekends prior to the meeting for adoption.
- B. Articles 3, 5, 7(A) and 9 are hereby made irrevocable.

**BYLAWS OF TRINITY LUTHERAN CHURCH**

**ARTICLE 1: MEMBERSHIP**

Section 1. Admission

- A. By Baptism: Baptism itself being a reception into church membership, all who are thus received by this sacred act become baptized members.
- B. By Confirmation: Confirmation itself being a reception into church membership, all who are thus received by this rite become communicant members.
- C. By Transfer: Persons coming with a letter of transfer from a congregation in church fellowship, provided they conform in all respects to the requirements of membership of this congregation, shall be received by the Pastor(s).
- D. By Profession of Faith: Other persons shall submit their application to the Pastor(s); and having given satisfactory evidence of qualifications for membership as communicant members shall be received by the Pastor(s).

Section 2. Privileges/Responsibilities

In Christian love, it is the privilege and responsibility of members of this congregation to:

- Grow in Christian faith and life through regular use of the Means of Grace.
- Search the Scriptures at home and in congregational fellowship.
- Partake in the Lord's Supper frequently.
- Live a morally decent life before God and others, abstaining from open works of the flesh (Gal. 5:19-21), and so conduct themselves at all times as to bring credit upon the Church of Jesus Christ.
- Live in unity and harmony with staff, leaders, and fellow members.
- Provide for the Christian training of their children by instruction at home and through the ministries of the Church.
- Contribute regularly toward the maintenance of the mission and ministry of the Kingdom of God at home and abroad as God has blessed them.
- Use their God-given talents and abilities so that the purposes of the congregation may be fulfilled.
- Honor and love the Ministry Staff of this congregation as they carry out their various ministries; support their work with diligence and faithful prayers; and help them in the discharge of their duties in every possible way.

Section 3. Termination

- A. Transfer: A member desiring transfer to another Christian congregation shall present a request to the Pastor(s). A letter of transfer or release will be issued.
- B. Joining other Churches: In cases where members join another congregation outside our own fellowship, they shall be considered to have terminated their membership in this congregation and their name(s) shall be removed from the membership list.
- C. Whereabouts Unknown: The names of members whose whereabouts are unknown and cannot be established by the Deacons within a period of at least 12 months may be removed from membership.
- D. Inactive Members: A communicant member who, in the judgment of the Board of Deacons, shows no interest in attending church services, fails to partake of Holy Communion, and fails to financially support the Congregation for a period of one year, shall be presumed no longer to desire church membership and shall not be counted in the membership statistics of the Congregation. However, his/her name and record shall be kept in the files one year thereafter. If he/she resumes activity within that year, he/she shall be restored to the active membership list; if not, he/she shall be dismissed from the Congregation and notified accordingly.



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- E. Self-Exclusion: Any member who deliberately absents him/herself from the congregation, rejects admonition, and refuses to meet with the Pastor(s), Deacons or any appropriate group designated by the Pastor(s) to discuss such conduct has thereby excluded him/herself.
- F. Excommunication: Communicant member(s) who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20. If they remain impenitent after admonition, the Pastor(s) shall recommend excommunication to the Deacons. Each case shall be presented individually for decision and a two-thirds vote at a Congregational Assembly shall be required for such action.
- G. A person whose communicant membership has been terminated for any reason has forfeited all rights of a member of the congregation as such, or upon any part thereof, so long as he/she is not reinstated into membership.

### Section 4. Restoration

Persons who have been removed from membership for whatever reason shall be restored with all rights and privileges when they repent and ask forgiveness through the Pastor. Both acts of discipline and restoration shall be made known to communicant members by whatever method the Pastor and Deacons deem most appropriate.

## **ARTICLE 2. VOTING MEMBERSHIP**

### Section 1. Eligibility

Because members under the age of 18 may not vote on issues concerning property or indebtedness of the congregation under the laws of Wisconsin, only communicant members age 18 and over shall be Voting Members.

### Section 2. Privileges/Responsibilities

In Christian love, it is the privilege and responsibility of Voting Members to:

- Prayerfully support all measures that will advance the mission and ministry of God's Kingdom at home and abroad.
- Willingly serve in any office or capacity for which their God-given talents or abilities equip them.
- Encourage others to support the ministry and accept the responsibilities and privileges of Voting Membership.

It shall be the duty of every voting member to attend the Congregational Assemblies.

## **ARTICLE 3. DISCIPLINE**

### Section 1. Provisions Pertaining to Church Officers, Deacons and Directors

In Christian love and lawful order, any Officer, Deacon or member of the Board of Directors of the Congregation may be removed from office for any of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect, malfeasance, or inability to perform the duties of office as included in the Bylaws (Article 7 and 9). The Deacons or Directors shall initiate such action by a two-thirds (2/3) majority vote of the Board, and the officer or member may be removed from office by a two-thirds (2/3) majority vote of the Voting Members present in a meeting of the Congregational Assembly.

### Section 2. Provision Pertaining to the Pastors and Other Called Servants

In Christian love and lawful order, any called worker may be removed from office for any of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect, malfeasance, or inability to perform the duties of office as included in the Bylaws (Article 5) and the applicable Call document.

Charges on any of these counts shall be carefully investigated by the Directors. Should such charges be substantiated by clear evidence, and after consultation with District President or his designated representative, the

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Directors, upon a two-thirds (2/3) vote, shall notify the Voting Members of the situation and submit the matter for action at a special meeting of that body. Such meeting shall be announced by mail and electronic communication to all Voting Members at least two weeks in advance of the meeting and at regular worship service on the preceding two weekends.

A two-thirds (2/3) majority vote of the Voting Members present at a Congregational Assembly (Bylaws Article 4, Section 5) shall be required to remove any divinely called servant from office.

### **ARTICLE 4: CONGREGATIONAL ASSEMBLY**

#### **Section 1. Responsibility**

The Congregational Assembly is the holder of the priesthood (1 Peter 2:5& 9) and of all congregational authority. It shall consist of Voting Members of the Congregation.

The Congregational Assembly shall delegate to the Directors and/or Deacons authority to conduct and perform all acts and affairs of the Congregation in its stead between Annual meetings of the Congregational Assembly, except that such authority shall not include the following:

1. Amend the Constitution or Bylaws;
2. Call a Pastor; or
3. Modify the investment in church property [i.e. buy/sell real estate, or major alterations (non-maintenance) to church property costing in excess of ten percent (10%) of the current fiscal year's budgeted envelope contributions].

The Congregational Assembly also empowers the Directors and/or Deacons to delegate to the Ministry Staff administration of the day-to-day operations of the Congregation in accordance with policies and directives established by the Congregation, Directors and Deacons.

Members of the Congregational Assembly may attend meetings of the Directors or Deacons as observers, other than those portions of any meeting where the purpose is to discuss personnel-related matters or any issue or matter when the Chairperson determines that such meeting or portion thereof must be closed in order to preserve the privacy of individuals.

#### **Section 2. Fiscal Year**

The church year may be adjusted by the Board of Directors to any period deemed necessary to efficiently manage the financial affairs.

#### **Section 3. Annual Meetings**

Dates and times of meetings of the Congregational Assembly shall be set by the Directors. Every meeting shall be announced at the worship services on the two weekends preceding the date of the meeting. Only such business as is announced shall be conducted at the Annual Meeting. All communicant members may submit topics to the Directors four (4) weeks prior to the meeting.

One meeting shall include election of Directors, Academy Advisory Board, and Nominating Committee, ratification of Deacons. One meeting shall be for the consideration and acceptance of the budget for the following fiscal year.

#### **Section 4. Special Meetings**

Special meetings of the Congregational Assembly may be called by the Directors: (1) upon its own motion, (2) at the request of the Deacons, (3) at the request of the Ministry Staff, or (4) by petition in writing by a minimum of ten percent (10%) of the average weekly attendance at all worship sites at the end of the previous calendar year.

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Notice of the date and time of special meetings and the nature of the business to be transacted shall be announced (a) at worship services on two weekends immediately preceding the meeting or (b) by written notice in a mailing

at least three (3) days in advance of the meeting and announcement at the worship services on the weekend immediately preceding such meeting.

Only such business as is announced shall be conducted at a special meeting.

### Section 5. Order of Business

The order of business of Congregational Assembly meetings shall be as established by the President, or designee acting in the President's capacity, unless these Bylaws provide to the contrary. Questions of parliamentary procedure not governed by the Bylaws shall be decided by Robert's Rules of Order.

### Section 6. Restrictions Pertaining to Meetings

- A Voting Members in attendance at a properly called meeting of the Congregational Assembly shall constitute a quorum.
- B. All matters of business shall be decided by a simple majority vote of the Voting Members present, except those matters noted in Article 3 and Article 4, Section 1, above, which shall be decided by a two-thirds (2/3) majority vote. In the event of a tie vote on matters requiring only a simple majority, the President, or designee in his/her absence, shall cast the deciding vote.
- C. Only votes cast in person at the time of the called voting action shall be recognized.

## **ARTICLE 5: THE PASTORAL OFFICE, MINISTER OF RELIGION AND ASSOCIATE IN MINISTRY OFFICES**

### Section 1. General

The Pastoral Office, Minister of Religion and Associate in Ministry Offices (collectively, the Ministry Staff) include all staff members who are called or contracted by this congregation to carry out Christ's mission. Upon being installed into office, each such staff member is obligated to uphold the teachings of the Word of God in its full truth and purity as contained in the canonical writings of the Old and New Testaments and professed in the Book of Concord of 1580 (In compliance with Constitution Article 3).

Current descriptions of the functions and responsibilities of and qualifications for Pastoral Office (Synodically Ordained), Minister of Religion (Synodically Commissioned) and Associate in Ministry positions shall be included in a manual of congregational policies maintained by the Directors (Bylaws Article 9, Section 1).

### Section 2. Pastors

The Pastoral Office is the authority conferred upon pastors by God through a divine call of a congregation to exercise in public office the common rights of spiritual priesthood in behalf of all. The Pastoral Office is the primary office in the congregation from which all other offices of the congregation issue. In calling a pastor to preach the Word of God and to administer the sacraments on their behalf, the members of the congregation exercise their royal priesthood. This is the privilege and responsibility of all members of the Congregation.

Upon being installed, the Pastor(s) as servant(s) and steward(s) of God and also of the congregation, are authorized and obligated to:

- Proclaim the Word of God;
- Administer the sacraments;
- Discharge toward all members of the congregation the functions of a minister and caretaker of their souls;
- Spiritually guard the welfare of the younger members of the congregation and adults during their preparation for acceptance of Holy Communion;

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- Guide the congregation in applying the divinely ordained discipline of the church;
- Provide spiritual leadership and oversight to the educational agencies and the various adult and youth organizations within the congregation, particularly in religious instruction;
- Discharge faithfully all other duties that the Holy Scriptures lay on the office of the Ministry.

The pastor with designated responsibility shall ensure supervision of all other Pastors, Ministers of Religion, and Associates in Ministry positions.

### Section 3. Ministers of Religion

The Minister of Religion office is the authority conferred upon a person by God through a divine call of the congregation to perform the duties associated with this office according to the Word of God and the needs of the congregation. Only members of the Lutheran Church Missouri Synod who are on the roster of commissioned ministers of synod or have been certified by the synod for the first call are eligible to receive a call as Minister of Religion. A Minister of Religion is obligated to uphold the teachings of the Word of God in its full truth and purity as contained in the canonical writings of the Old and New Testaments and professed in the Book of Concord of 1580 (In compliance with Constitution Article 3).

### Section 4. Associates in Ministry Offices

The Associate in Ministry Office is the authority conferred upon a person by the congregation through a call or contract to perform the duties associated with this office according to the Word of God and the needs of the congregation. The person need not be synodically trained.

### Section 5. Procedure for Calling of Servants for the Pastoral Office, Ministers of Religion, and Associates in Ministry Office Positions

The calling of servants for Associate in Ministry positions shall be the responsibility of the Pastor with the designated responsibility of staffing with the approval of the Deacons and the Directors:-

#### A. Calling Pastor(s)

1. Acting on behalf of the Congregational Assembly, a Call Committee and its chairperson shall be appointed by the Directors. This Committee shall consist of a minimum of five and a maximum of nine members, including at least two Directors and one staff pastor (if available). The chairperson of the Call Committee shall be a Deacon.
2. Having requested names of potential candidates from members of the congregation, consulted with the Deacons, Directors and with the President of the District, the Call Committee shall present a candidate at a meeting of the Congregational Assembly.
3. A brief description of the candidate shall be published in the Church bulletin for at least two weekends, except that one such weekend publication in the Church bulletin shall be sufficient if, prior thereto, each Voting Member has been notified by letter of the final candidate.
4. If the candidate does not receive the necessary two-thirds (2/3) majority after a maximum of two votes, the election shall be null and void. The Call Committee shall present a new candidate to the Congregational Assembly in accordance with (3) above.
5. It shall be the duty of the Chair of the Call Committee to see that notice of election is delivered promptly to the successful candidate.

#### B. Calling a Minister of Religion (Commissioned) or an Associate in Ministry

1. Acting on behalf of the Congregational Assembly, a Call Committee and its chairperson shall be appointed by the Directors. This committee shall consist of a minimum of five and a maximum of nine members, including at least one Director, one Deacon and the Pastor with the designated responsibility.
2. Having requested names of potential candidates from members of the congregation and consulted with the Deacons and Directors, the Call Committee shall present a candidate to the Directors for approval of the call by a simple majority vote of the Board.

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3. It shall be the duty of the Pastor with the designated responsibility to see that notice of election is delivered promptly to the successful candidate.

### **Section 6. Procedure for Contracting of All Other Positions**

This procedure shall be defined by the Directors.

## **ARTICLE 6: ELECTION OF OFFICERS, DIRECTORS, DEACONS, AND ACADEMY ADVISORY BOARD**

### **Section 1. Nominations**

- A. The Nominating Committee shall consist of a total of three (3) members elected by the Congregation, plus the Pastor(s) and Congregational President (or appointee). The term of each of these elected members shall be three (3) years, with the terms so arranged that one new member is elected each year. Other Directors, Deacons, staff or their spouses are not eligible.
- B. The Nominating Committee shall prepare a slate of candidates for the Board of Directors, Nominating Committee and the Academy Advisory Board, proposing at least one (1) name for each position to be filled. The nominees are to be notified of their nomination and their responsibilities at least five (5) weeks prior to the annual meeting.
- C. Full time staff members of Trinity and their spouses, shall not be eligible to serve on the Board of Directors, Board of Deacons, or Academy Advisory Board.
- D. A list of candidates, plus a brief biographical sketch of each, shall be distributed to the members of the Congregation four (4) weeks prior to the annual meeting.
- E. Any member may submit additional names to the committee for inclusion on the list, and such names may be placed in nomination by the committee, along with the candidates already chosen, provided:
  1. That such names shall be submitted at least three (3) weeks before the annual congregational meeting, and
  2. That the proposed candidates are spiritually qualified (faithful in church and communion attendance), gifted for this service, interested in the life and activity of the church, and willing to serve.
- F. The Nominating Committee, two (2) weeks before the annual meeting, shall distribute the final slate of candidates to the Congregational Assembly. Concerns with any nominee(s) shall be brought to the attention of the Pastor(s) or President of the congregation prior to the Congregational Assembly.
- G. The Nominating Committee shall prepare ballots, tally and announce election results for the annual meeting.
- H. The initial nomination for Deacons shall be made by the pastor(s) and the Board of Directors. Thereafter, the Board of Deacons with the Pastor(s) will nominate new and replacement members to the Board of Deacons. The slate of nominees for Deacons shall be published two (2) weeks before the Congregational Assembly. Concerns with any nominee(s) shall be brought to the attention of the Pastor(s) or President of the congregation prior to the Congregational Assembly.

### **Section 2. Elections**

- A. All Directors, Nominating Committee, and Trinity Academy Advisory Board members shall be elected by a plurality ballot vote.
- B. Officers of the Congregation shall be elected annually by the Directors from within their Board.

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- C. Deacons selected for a new or additional term are to be ratified individually by a ballot vote by the Congregational Assembly at its annual meeting.

### Section 3. Terms of Office

Newly elected Directors, Deacons and Trinity Academy Advisory Board members shall assume the duties of office as of November 1st after installation in worship services. The terms of office shall be as follows:

- A. Terms for Directors, Deacons and Trinity Academy Advisory Board members shall be three (3) years. The terms of office on each board shall be staggered to provide proportionately equal annual rotations.
- B. Directors, Deacons and Trinity Academy Advisory Board members may be elected for a maximum of two consecutive full terms. If elected to fulfill a partial term, they may still be elected to two full terms after fulfilling the partial term. They will be re-eligible for a position on the same board after an absence of one full year.

### Section 4. Filling of Vacancies

When a position of an elected Director is made vacant for any reason, a successor shall be elected at the next Annual Meeting of the Congregational Assembly to fill the unexpired term. In the interim, or pending a special meeting of the Congregational Assembly for the purpose of a special election, the vacant position shall be filled by appointment by the Directors.

When a position of an elected Deacon is made vacant for any reason, a successor shall be nominated by the Board of Deacons and ratified at the next Annual Meeting of the Congregational Assembly to fill the unexpired term. In the interim, or pending a special meeting of the Congregational Assembly for the purpose of a special election, the vacant position shall be filled by appointment by the Board of Deacons.

## **ARTICLE 7: DUTIES OF THE OFFICERS**

### Section 1. President

The President shall:

- Preside at all meetings of the Congregational Assembly
- Serve as the chair of the Board of Directors
- To the best of his/her ability, enforce the Constitution and the Bylaws of the congregation and carry out the expressed will of the congregation as embodied in the resolutions of the Voting Membership and sign all legal documents on behalf of the congregation.
- With the approval of the Directors, appoint members of Policy Advisory and Ad Hoc commissions as established by the Congregational Assembly or the Directors.
- At the direction of the Directors, call special meetings of the Congregational Assembly.
- Be an ex-officio member of all commissions, auxiliaries, groups, etc., in the congregation and shall be welcome at all their meetings either in person or represented by such person(s) he/she may appoint.

### Section 2. Vice President

The Vice President shall act for and in stead of the President in his/her absence and shall be available for whatever duties the President may assign.

### Section 3. Secretary

The Secretary shall:

- Take and publish minutes of the Board of Directors' and Congregational Assembly meetings
- Sign legal documents on behalf of the congregation where more than one signature is required;
- By affixing his/her signature, attest formally to the legitimacy of Board documents.

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### **Section 4. Treasurer**

The Treasurer shall:

- Serve as chair of the finance commission
- Lead the development of the annual budget process
- Perform other duties in connection with the finances of the Congregation as may be required by the Directors.
- Sign legal documents on behalf of the congregation where more than one signature is required;
- By affixing his/her signature, attest formally to the legitimacy of Board documents.

### **Article 8: Trinity Academy Advisory Board**

#### **Section 1. Organization and Role**

The Trinity Academy Advisory Board shall be comprised of at least six (6) members: Five (5) voting members elected by the Congregation, at least four (4) of whom shall have children enrolled in the programs of the school, plus one (1) representative appointed from the Board of Directors. The Trinity Academy Advisory Board may appoint an additional board member who is a parent and not a member of Trinity Lutheran Church. The Academy Advisory Board shall be to advise and assist the academy administrator in the operations of the school, pre-school, and child care programs of Trinity Academy. The advisory role will include input into policy development, hiring and performance review of staff and faculty, curriculum review, accreditation, finance, facilities, and program budget.

#### **Section 2. Election or Appointment of Academy Advisory Board Members**

Members of the Trinity Academy Advisory Board shall be elected annually at the regular meeting of the Congregation. No voting member shall be eligible to serve on the Academy Advisory Board for more than two (2) consecutive terms. Any vacancy in any elected position on the Trinity Academy Advisory Board shall be filled by appointment of the Board of Directors, and the voting member appointed to fill such vacancy shall serve the remainder of the unexpired term of the voting member replaced, unless otherwise provided in the By-laws of this congregation. The term for the appointed non-Trinity member of the Academy Advisory Board is three years. The appointed member may serve no more than two (2) consecutive terms. Any vacancy for the appointed position will be filled by appointment by the Academy Advisory Board.

## **ARTICLE 9: FUNCTIONS, POWERS AND ORGANIZATION OF THE DIRECTORS, MINISTRY STAFF AND DEACONS**

### **Section 1. Directors**

As empowered by the Constitution (Article 6) and Bylaws (Article 4, Section 1), the Directors shall conduct and perform the acts and affairs of the congregation in its stead between Annual Meetings of the Congregational Assembly.

Under the President and with the guidance of the Pastor with the designated responsibility, the Directors shall:

- Fulfill the responsibilities of the “ Trustees” for the congregation as this term is used in Chapter 187 of the Wisconsin Statutes;
- Be responsible for establishing policies necessary to direct the overall program of the congregation for the furtherance of Christ’s Kingdom in our midst and beyond;
- Maintain the financial integrity of the congregation;
- Encourage the Ministry Staff in their work through prayer, word and action and provide for the spiritual and physical health and welfare of the Ministry Staff and their families;
- Authorize the Pastor(s) to administer the day-to-day operations of the congregation in accordance with its own policies and directives and those established by the congregation through its Congregational Assembly;

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- Direct the calling of special meetings of the Congregational Assembly as requested by the Pastor(s) or voting members;
- Be responsible for the receiving of and acting upon, if necessary, feed-back and/or complaints from members of the congregation regarding all aspects of its operations;
- Establish appropriate Policy Advisory and Ad hoc (i.e., Auditing, Call, etc.) commissions and approve the appointment of members;
- Appoint persons to fill unexpired terms of Directors;
- Be available for any additional functions which the Congregational Assembly may confer on it.

The Directors will be responsible for the development and maintenance of manuals of congregational policies to assist in the uniform and consistent administration of affairs of the congregation. Such manuals shall not include any provision contrary to this Constitution and Bylaws concerning membership in the congregation; the rights and duties of persons holding office, Directors, Deacons, Trinity Academy Advisory Board, Pastors and Ministers of Religion; or create any contract rights not otherwise authorized in a manner set forth by this Constitution and Bylaws. Only the Congregational Assembly shall have the power to modify the manuals with respect to sections dealing with functions of those listed above.

The Directors shall meet, at a minimum, every two months. Additional meetings may be called by the President and the Pastor(s) as needed.

### Section 2. Ministry Staff

The Directors' responsibility is generally confined to establishing topmost policies, leaving implementation and subsidiary policy development to the Pastor with designated responsibility and staff. All board authority delegated to staff is delegated through the Pastor with the designated responsibility. The Pastor with the designated responsibility is to provide regular reports to the Directors on the status of all operations.

As authorized by the Directors and/or Deacons (Bylaws Article 4, section 1) the Pastor with the designated responsibility, with the Ministry Staff, shall conduct the day-to-day business of the congregation. He shall also:

- Establish all operating policies, make all decisions, take all actions and develop all activities which are true to the Board's policies.
- Not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business or professional ethics or the "prudent person" test, or contrary to explicit board constraints on staff authority.
- Submit to the Board information it requests to monitor operational adherence to the mission of the Congregation.
- Establish appropriate Ministry Action Teams, appoint members to same and direct their activities.
- Be available for any additional functions which the Directors may confer on him.

### Section 3. Deacons

The Board of Deacons shall have authority and responsibility for the spiritual welfare and activities of the congregational members, individually and corporately. Under the chair of the Board of Deacons and with the guidance of the Pastor with the designated responsibility, the Deacons shall establish appropriate commissions to carry out the ministry functions of the board and approve the appointment of members of the commissions.

- A. The Board of Deacons shall consist of not less than seven nor more than eleven Deacons, such number to be ratified by the Congregational Assembly. In accordance with the doctrinal stance of the LCMS, at least five members shall be male.
- B. The Board of Deacons shall meet once a month, except up to twice per year they may be cancelled with consent of the pastor(s).
- C. The chairman of the Board of Deacons, in accordance with the doctrinal stance of the LCMS, must be a male selected from within the Deacons. He shall preside at all meetings of the Deacons, and:
  - Appoint a secretary to record the minutes.
  - Appoint at least one Deacon to serve as an advisor to each of the commissions established by the Board of Deacons.



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- Report the recommendations of the Board of Deacons to the Directors and the Congregational Assembly.
- May call special meetings of the Board of Deacons.

- D. A Pastoral Support Commission of five of the Deacons (male only) shall serve as special assistants to the pastor(s), exercising ecclesiastical oversight in matters of doctrine and practice, supporting them with prayer, helping them with special problems in their ministry and concerning itself with the spiritual, emotional and physical health and welfare of the pastor(s) and their families.

The Pastoral Support Commission shall approve any guest preacher or additional pulpit and altar assistance. The Commission shall make recommendations to the Board of Directors regarding adequate compensation, housing, benefits, and sufficient free time for personal responsibilities, study and relaxation.

- E. The Deacons shall help the pastor(s) cultivate a spirit of harmony among the congregation members.
- F. The Deacons shall arrange for pastoral services when a vacancy occurs in the office, including the exercising of proper leadership in calling a pastor. No less than one Deacon shall be included on any Call Committee. The chairman can be assigned and count toward this minimum representation.
- G. The Deacons shall be responsible for the proper conduct of public congregational worship services.
- H. The Deacons shall take appropriate action regarding the reception of new members, peaceful release and the transfer of members.
- I. The Deacons shall become involved in the spiritual welfare and activities of Trinity Academy when necessary, particularly under such circumstances where a potential exists for the spiritual welfare of the congregation to be harmed in any way. Trinity Academy is considered to be part of the congregation.

## **ARTICLE 10. ENDOWMENT FUND**

There shall be a single endowment fund (The Fund) with subdivision funds called the Scholarship Fund, the Experimental Ministries Fund, Academy Endowment Fund and the General Fund. Through the Fund, the Board of Directors will accept lifetime and testamentary gifts intended to further God's work.

1. The purpose of the Scholarship Fund is to provide money for the college or post-graduate education of active congregation members (Constitution Article 5 B) planning a church vocation. The Board of Directors shall evaluate grant requests at least annually and shall award grants at its discretion.
2. The purpose of the Experimental Ministries Fund is to provide expense money grants for pilot programs of Trinity in the Hudson area. To qualify for a grant, a proposal must demonstrate potential to advance the Kingdom of God consistent with the Preamble of this Constitution. The Board of Directors may create an evaluation committee to assist it. It shall award grants annually at its discretion. Only rarely shall any program receive a grant for more than one year, although it shall be free to use in the subsequent year any amount not used in the first year.
3. The purpose of the Academy Endowment Fund is to provide long-term financial assistance to Trinity Academy in its efforts to provide a pre-school, elementary and middle-school program consistent with the Academy's mission. The Board of Directors shall appoint a committee to promote the growth of and advise it on the management and use of the Academy Endowment Fund. At least annually, the committee shall recommend to the Board of Directors grants to fund needs of the Academy that are outside of its normal operating budget.
4. The purpose of the General Fund is to make disbursements at the discretion of the Board of Directors for whatever purposes may be defined by donors whose gifts do not qualify for the other three subdivisions.

Only the earnings of the Fund may be used. The Fund shall be invested by the Board of Directors, which shall not be required to be bonded and shall not be expected to obtain any minimum rate of return. The Fund may not be

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mixed with other funds of Trinity. It is expected that the principle of the Fund will be invested judiciously for reasonable overall return.

### **ARTICLE 11. FORMER REGULATIONS**

All resolutions and regulations heretofore adopted prior to January 23, 2011 that are in conflict with these Bylaws are hereby repealed.

### **ARTICLE 12. AMENDMENTS**

These Bylaws may be amended at any meeting of the Congregational Assembly by a two-thirds (2/3) majority of the votes cast in a properly convened meeting of the Congregational Assembly. Amendment(s) may be proposed by resolution of the Directors or petition in writing by a minimum of ten percent (10%) of the average weekly attendance at all worship sites at the end of the previous calendar year.

The proposed amendment(s) must not be in conflict with the Constitution and must be presented in writing at a meeting of the Congregational Assembly prior to a meeting established for the adoption vote. The purpose and nature of the proposed change(s) and the date of the Congregational Assembly at which the proposed change(s) is (are) to be acted upon must be publicized to the congregation at least 14 days in advance. Reference to the proposed change(s) must be made in church services on the two weekends prior to the meeting for adoption.

All amendments shall be recorded in the official copy of the Constitution and Bylaws.