

Summary of Recommendations for the Board of Directors Update to the OSL Constitution & By-Laws

Constitution Revision Committee, March 12, 2020

Committee members: Keith Barber (chairman), Bill Paterick, Darryl Warncke, Sarah Cummins, Pastor Wangelin. Proposed Amendments have been submitted and approved by the OSL Board of Directors and Adam Heinlein, Endowment Committee Chairman.

Constitution

1. Changed "Communicant Membership" to "Confirmed Membership"
2. Changed "Professional Staff" to "Called Church Workers"
3. Moved "Excommunication of Members" from the Congregation Duties to the Spiritual Life Team

By-Laws

1. Membership matters of Self-Exclusion and Excommunication moved from Congregation Voter's Assembly to the Spiritual Life Team
2. Clarified Endowment Fund actions of the Congregation - 2/3 vote for liquidating the fund in case of emergency and 2/3 vote to change the Endowment Committee By-Law Addendum (treating it as a regular by-law)
3. Updated Duties of Officers to match the Board of Directors Policy Manual, clarify roles, and reference Business Manager
4. Clarified Term Limits Chart
5. Referenced the Board Policy Manual
6. Set a Quorum for the Board to make decisions
7. Christian Education Team no longer assists with before and after care, but provides "feedback and assistance regarding early childhood programs."

Endowment Fund Addendum

1. Clarified role of Endowment Committee Chairman and added Financial Secretary duties
2. Regrouped specifics of committee composition and committee duties
3. The Endowment Committee may determine whether or not to accept a gift, and if it is in alignment with the church's mission (without having to ask BOD)
4. Clarified restricted gift funds are excluded from the 5% discretionary disbursement.
5. Eliminated the Memorial Gift Fund
6. Clarified that the By-Law Addendum is changed in the same way as any By-Law.
7. Added a Dissolution clause

Questions yet to Address

1. Should the Unalterable Paragraphs ever be updated?
2. Who is and who is not covered in the Constitution Article VII? (unalterable paragraph)
3. Do we want to clarify hiring process for contract teachers and staff, and distinguish from the calling of rostered church workers?
4. Do we want to give any calling powers to the Board of Directors or Administrators to call on behalf of the congregation?
5. How often should tax exemption language and indemnification article needs to be updated?

PROPOSED – Amendments to the CONSTITUTION AND BYLAWS OF OUR SAVIOR LUTHERAN CHURCH, LANSING, MICHIGAN

Adopted by the Voters Assembly on March 26, 2006 (Most recent revision, 9-21-14)

Presented to the Congregation September 27, 2020, for consideration and action to be taken in November 2020.

Deleted information is presented in ~~strike through~~. New information is underlined. Unalterable paragraphs are in **red**.

PREAMBLE

Since, according to the Word of God,

- Christians should practice fellowship with those who profess the true faith (Acts 2:42; Hebrews 10: 24-25); and
- they should endeavor to keep the unity of the faith (Ephesians 4:3-6; I Corinthians 1:10); and
- as a body they should administer the Office of the Keys including preaching the Word of God, administering the Sacraments and especially the power to forgive and retain sins (John 20:21-23; Matthew 18:15-20); and
- it is the will of our Lord Jesus Christ that His people disciple the whole world (Matthew 28:18-21); and
- in such a body all things should be done decently and in order (I Corinthians 14:10);

Therefore we, a collection of Lutherans residing in and near Lansing, Michigan, have united to maintain a congregation, and are herewith adopting regulations by which the Congregation is to be governed and its affairs are to be determined.

ARTICLE I - NAME

The name of this congregation shall be "Our Savior Lutheran Church of Lansing, Michigan."

ARTICLE II – PURPOSE

The purpose of this gathering of believers is to glorify and praise God, strengthen and support fellow members and to reach a lost world with the Good News of Jesus so that more might be saved. We shall be compelled by the love of God toward these endeavors as He works in us through the Word and Sacraments.

ARTICLE III - ARTICLES OF FAITH AND CONFESSIONS

This congregation accepts all the canonical books of the Old and New Testaments as the verbally inspired and revealed Word of God, and all the Symbolical Books of the Evangelical Lutheran Church, contained in the Book of Concord of the year 1580, as the correct presentation and true exposition of Christian Doctrine drawn from the Holy Scripture, namely, the Three Ecumenical Creeds, that is, the Apostolic, the Nicene, and the Athanasian; the Unaltered Augsburg Confession; the Apology of the Augsburg Confession; the Smalcald Articles; Luther's Large Catechism; Luther's Small Catechism; The Formula of Concord.

ARTICLE IV - SYNODICAL MEMBERSHIP

In order to do the Lord's work more efficiently within and beyond our own congregation, we maintain voting membership in The Lutheran Church -Missouri Synod, as long as the synodical church body adheres to the confessional basis detailed in Article III above. As members of this Synod, we participate in its meetings and deliberations, help bear its burdens, and share in the building of the Kingdom of God.

ARTICLE V - MEMBERSHIP

The membership of this congregation includes the following:

1. **Baptized Membership** – Baptized members are all members who have been baptized in the name of the Triune God and who come under the spiritual care of the pastors of this congregation.
2. ~~Communicant~~ **Confirmed Membership** – ~~Communicant~~ Confirmed Members are those:
 1. who are baptized in the name of God the Father, Son and Holy ~~Ghost~~ Spirit;
 2. who accept all canonical books of the Old and New Testaments as the only divine rule and standard of faith and life;
 3. who have been instructed in the doctrines of the Christian religion as taught in Luther's Small Catechism and the Unaltered Augsburg Confession and declare acceptance thereof;
 4. who attend divine worship services faithfully;
 5. who lead Christian lives and do not live in manifest works of the flesh (Galatians 5:19-21)
 6. who partake of the Lord's Supper frequently after their confirmation;
 7. who contribute regularly and faithfully as God has prospered them toward the building of Christ's kingdom in the congregation and throughout the world;
 8. who devote their time and talents to the extension of the Kingdom of God;
 9. who permit themselves to be fraternally admonished and corrected when they have erred;
 10. who are not members, affiliates, or supporters of secret societies or other organizations conflicting with the Word of God.
3. **Voting Membership** – All ~~communicant~~ confirmed members in good standing, male and female, who have reached the age of 18 years ~~and who have received a copy, read and abide by the Constitution and By-laws of the Congregation,~~ shall be entitled to vote at Congregational Meetings.

ARTICLE VI – POWERS OF THE CONGREGATION

A. General

The voting membership of the Congregation has the sole responsibility for:

1. Amending the Constitution and By-laws
2. Purchase or sale of real property.
3. Approval of construction or renovation of facilities which requires the borrowing of funds
4. Approval of major fund raising activities for construction or renovation of facilities, purchase of property, or debt retirement
5. Approval of the annual operating budget limit and the general allocation
6. Borrowing of funds in excess of 5% annually of the annual operating budget
7. Election of members of the Board of Directors, the Spiritual Life Team, and the Christian Education Team
8. Calling of pastors, teachers, and other professional ~~staff~~ [church workers](#)
9. Release of elected officials, pastors, ~~teachers,~~ or other professional ~~called~~ [called](#) staff
10. ~~Excommunication of members~~

All other responsibilities will be delegated to the Board of Directors.

B. Decisions

The Congregation shall not be empowered to decide anything contrary to the Word of God and the Confessions of the Lutheran Church (Article III, Articles of Faith and Confessions).

C. Powers of Officers

Congregational officers shall have no authority beyond that which has been conferred upon them, and whatever power may have been delegated to them may at any time be altered or revoked by the Congregation.

D. Removal from Office

Any elected official, pastor, ~~teacher,~~ or other professional staff ([hereby defined as a called and rostered church worker](#)) ~~person~~ may be removed from office by the Congregation, by secret ballot, in a Christian and lawful order, for one of the following causes: persistent teaching or behavior contrary to Article III of this Constitution, willful neglect of their duties, or other causes detrimental to the welfare of the Congregation.

ARTICLE VII - PASTORS, TEACHERS, AND OTHER PROFESSIONAL STAFF

Only such candidates shall be called and elected to serve as pastors who profess acceptance of, and pledge faithful adherence to, the Articles of Faith and Confession of this congregation as set forth in Article III of this Constitution and who have been endorsed by and are members of The Lutheran Church—Missouri Synod.

Only such candidates shall be called or contracted and elected to serve as teachers or other professional staff who profess acceptance of, and pledge faithful adherence to, the Articles of Faith and Confession of this congregation as set forth in Article III of this Constitution.

Elected teacher candidates who are synodically trained or colloquized shall be issued a Call. The Call may be issued with tenure or without tenure.

Elected teacher candidates who are not synodically trained or colloquized shall be issued a Contract. The Contract may be issued with tenure or without tenure.

In the absence of adequate cause for dismissal, as defined in Article VI. D. of this Constitution, the tenure of office of a called and elected pastor or teacher or other professional staff, when elected to the position with tenure, shall be the remainder of their active life, or until the Lord calls them into another field of service.

ARTICLE VIII – ELECTED LAY POSITIONS

- A. Only such voting members in good standing who have reached the age of 21 can hold an elective office.
- B. As a doctrinal position of the Lutheran Church-Missouri Synod, women may hold an elected position that is not directly involved in the direct association with and governance of the pastoral office (preaching, the public administration of the Sacraments, church discipline, cf. I Timothy 3:1-7, Titus 1: 6-9). Accordingly women shall not serve as an Elder, Chairman or Vice Chairman of the Board of Directors/Congregation.
- C. The elected positions of this Congregation shall be such as the By-Laws of the Congregation prescribe.

ARTICLE IX - CHRISTIAN DAY SCHOOL

- A. Since the Word of God urges the Christian training of the young (Deuteronomy 6:6-9, Psalm 78:5-8, John 21:15, Ephesians 6:4), therefore, this congregation shall at all times maintain a Christian Day School to assist parents in providing a Christian education for their children. In the Christian Day School, all teaching will be in accord with the Articles of Faith and Confessions found in ARTICLE III of this Constitution.
- B. All parents who are members of this congregation are encouraged to send their children to the Christian Day School and to support their instruction in accord with the Holy Scriptures and the Confessional Standard of the Lutheran Church as defined in this Constitution.

ARTICLE X – PROPERTY RIGHTS

If at any time a separation should take place on account of doctrine, the property of the congregation and all benefits therewith connected shall remain with those voting members who continue to adhere in confession and practice to Article III of this Constitution. In the event the congregation should totally disband, the property and all rights connected therewith shall be transferred to the Michigan District of the Lutheran Church-Missouri Synod.

ARTICLE XI – DOCTRINAL LITERATURE

Only such forms of worship and hymns, songs, prayers, and liturgies shall be used in the public services of the congregation and in all ministerial acts as conform to the confessional standard of Article III. Likewise, in all classes for instruction in Christian Doctrine only such books shall be used as conform to this standard.

ARTICLE XII – THE OUR SAVIOR LUTHERAN CHURCH ENDOWMENT FUND

The Our Savior Lutheran Church Endowment Fund receives funds through gifts, bequests, wills, estates or trusts from any source whether in cash or in other property. All Endowment Fund moneys and property shall be kept and maintained separate, distinct, and independent from the funds and property otherwise belonging to the church.

The Fund shall be managed by an Endowment Committee. Members of the Endowment Committee will be appointed by the Board of Directors. The structure of this committee and its operating principles and guidelines are defined in the By-Laws to this Constitution.

ARTICLE XIII – CHANGING THE CONSTITUTION

A. Unalterable Articles

The following Articles of this Constitution or sections hereof shall be unalterable and irrevocable: III, Articles of Faith and Confessions; Article IV, Synodical Membership; Article VII, Pastors, Teachers, and other Professional Staff; Article IX, Christian Day School; Article X, Property Rights; Article XI, Doctrinal Literature; and Article XIII. A., Unalterable Articles.

B. Amendments

Amendments to this Constitution may be adopted at a Congregational Meeting provided:

1. That they do not conflict with the provisions laid down in Article III, Articles of Faith and Confessions, or with any section of any other article that pertains to Scriptural doctrine and practice; and
2. That a proposed amendment is submitted in writing to the Board of Directors for review; and

3. That the Board of Directors shall then place the amendment on the agenda for first reading at a Congregation Meeting; and
4. That an affirmative vote of two-thirds (2/3) majority of the voters present is secured at the next Congregational Meeting. ~~An exception is any amendment considering the partial or complete liquidation of the Our Savior Lutheran Church Endowment Fund as covered in paragraph 5 below.~~
5. ~~As specified in the By-Laws pertaining to the Our Savior Lutheran Church Endowment Fund, any amendment considering the partial or complete liquidation of the Fund requires a two thirds (2/3) majority vote at a regular Congregational Meeting or at a meeting called specifically for this purpose.~~

Proposed Alterations to the **THE BY-LAWS OF THE CONSTITUTION** **Our Savior Lutheran Church, Lansing, Michigan**

ARTICLE I – MEMBERSHIP

A. Admission into Baptized Membership:

1. By transfer from a Lutheran Church-Missouri Synod congregation or congregation in fellowship with LCMS
2. By coming under the pastoral care of Our Savior Lutheran Church
3. By being baptized in the name of the Triune God, Father, Son, and Holy Spirit.

B. Admission into Communicant [Confirmed](#) Membership:

1. By **Confirmation** at Our Savior Lutheran Church
2. By **Transfer**: Persons coming with a letter of transfer from a Lutheran Church-Missouri Synod congregation or congregation in fellowship with LCMS, shall be received by the Pastor and reported to the Spiritual Life Team.
3. By **Profession of Faith**: Other persons who have previously been confirmed as a member of a Lutheran Church-Missouri Synod congregation or a congregation in fellowship with LCMS, or who can declare their understanding and support for the confessional foundation of this congregation, shall submit their application to the Senior Pastor. Upon giving satisfactory evidence of qualifications for communicant membership to the Pastor, they shall be received by the Pastor and reported to the Spiritual Life Team.

C. Termination of Membership (Dismissal or Release of Member)

1. **Transferring** to a Lutheran Church-Missouri Synod congregation or congregation in fellowship with LCMS: A member in good standing requesting release to a Lutheran Church-Missouri Synod congregation or congregation in

fellowship with LCMS shall apply to the pastor who shall issue a letter of transfer and report the action to the Spiritual Life Team.

2. **Joining Other Churches:** In cases where a member has joined another congregation outside our fellowship, they shall be considered as having terminated their membership.

3. **Whereabouts Unknown:** A member whose whereabouts are unknown and cannot be established may be removed by the pastor and Spiritual Life Team.

4. **Self-Exclusion:** A member who has been admonished according to Matthew 18:15-20 for inactivity in worship, inactivity in the study of the Word, and non-participation in the Sacrament of Holy Communion, and who is unwilling to amend his/her ways will be removed from membership by a simple majority vote at a ~~Congregational Meeting~~ [of the Spiritual Life Team](#).

5. **Excommunication:** Any member who demonstrates un-Christian conduct (adherence to false doctrine, unscriptural life, or neglect of the Means of Grace) shall be admonished by the pastors and the Spiritual Life Team according to Matthew 18:15-20. If the member refuses to amend a sinful life after proper admonition, the member shall be recommended [by the pastor](#) to the ~~Congregation~~ [Spiritual Life Team](#) for excommunication. A simple majority vote at a ~~Congregational Meeting~~ [meeting of the Spiritual Life Team](#) shall be required for excommunication.

ARTICLE II – MEETINGS

A. Regular Meetings

At least one meeting of the Congregation shall be held each calendar year. [All meetings shall be announced 2 successive Sundays prior. The Board of Directors shall establish the agenda.](#)

B. Special Meetings

Special meetings of the Congregation may be called by the Senior Pastor, the Chairman or by a petition of at least 75 signatures of voting members. The agenda will be announced 2 successive Sundays prior to the meeting and only business on the agenda will be conducted at the meeting.

C. A Quorum for Congregational Meetings

~~Every Congregation Meeting shall be announced on two consecutive Sundays prior to the meeting.~~ Those in attendance constitute a quorum.

D. Passage of Resolutions

For amending the Constitution or By-Laws; the purchase or sale of real property other than staff housing; approval of construction or renovation of facilities which requires the borrowing of funds; [partial or complete liquidation of the Our Savior Lutheran Church Endowment Fund](#); the release of a pastor, teacher, or other professional staff [called church worker](#); or the removal of [an](#) elected official; a two-thirds (2/3) vote of the voters present shall be required for passage of a resolution. ~~For partial or complete liquidation of the Our Savior Lutheran Church Endowment Fund, a two-thirds (2/3) vote of the voters present shall be required for passage.~~ For all other resolutions, a simple majority is required.

E. Conduct of Meetings

All meetings shall be conducted in accordance with Our Savior Lutheran's core values. Roberts Rules of Order shall be the parliamentary authority.

ARTICLE III - CALLING OF PASTORS, TEACHERS, AND PROFESSIONAL STAFF CHURCH WORKERS

When calling pastors, teachers, or other professional staff church workers, the following procedures shall be followed.

- A. Every member of the congregation shall be provided the opportunity to suggest one or more names for the office.
- B. The Board of Directors shall appoint a Call Committee to serve as a screening committee. The Call Committee shall submit all suggested names to the district president for information and evaluation. The Call Committee shall also receive names of candidates determined by the district president.
- C. At a Congregational Meeting called for the purpose of calling a pastor, teacher, or other professional staff church worker, the Call Committee shall present its proposed list of candidates and their biographical sketches. They may or may not give a recommendation in favor of a candidate.
- D. Ballot voting shall continue until a majority vote determines the disposition of the call. Once a majority candidate is determined there shall be a call for a unanimous vote.

ARTICLE IV – THE PASTORAL OFFICE

The Pastoral Office is the authority conferred upon Pastors by God through a call of the Congregation to exercise in public office the common rights of the spiritual priesthood on behalf of all. The Senior Pastor is the overseer of the office of the public ministry in the Congregation and shall serve in a supervisory capacity for all other called/professional and volunteer positions within the congregation.

ARTICLE V - OFFICERS OF THE CONGREGATION

The Officers of the Congregation are the Officers of the Board of Directors Board of Directors are also the officers of the Congregation and shall consist of a Chairman, Vice-Chairman, Secretary, and Financial Officer. Any voting member 21 years or older may hold these offices, except that the office of Chairman and Vice-Chairman may be occupied by males only (see Constitution Article VIII. B.).

ARTICLE VI - DUTIES OF OFFICERS

~~A. Chairman: The Chairman of the Congregation shall preside at all Congregation Meetings. He shall enforce the Constitution and By-Laws of the Congregation and compliance with the Board of Directors Policy Manual. He shall call and preside over the meetings of the Board of Directors.~~

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

~~C. Secretary: The Secretary shall record the proceedings of the Congregation and Board of Directors meetings, register all members attending the meetings and submit minutes for adoption at the following regular meeting.~~

~~D. Financial Officer:~~

~~The Financial Officer shall:~~

- ~~1. Assist the Business Manager of the Congregation in overseeing the financial operations of the congregation and request financial reports on behalf of the Board of Directors.~~
- ~~2. Support the development of financial policies by the Board of Directors in cooperation with the Senior Pastor and Business Manager.~~
- ~~3. Arrange for financial advice and consultation for the Board of Directors as requested by the Board of Directors;~~
- ~~2. gather information for the Board of Directors to support the development of financial policies;~~
- ~~3. apprise the Board of Directors on a regular basis of the status of the financial health of the congregation;~~
- ~~4. request and receive from the staff periodic reports of the financial operations of the church;~~
- ~~5. arrange for a review each year of the financial records and procedures of the Congregation.~~

~~In the absence of a Business Manager or qualified staff, the Financial Officer shall:~~

- ~~1. arrange for the preparation of financial reports to the Congregation; and~~

A. The Chairman

The Chairman shall enforce the Constitution and By-Laws of the Congregation and the Board of Directors Policy Manual, preside at Congregational meetings and Board of Directors meetings and conduct them according to the Robert's Rule of Order, and establish the agenda for Board of Directors meetings in compliance with the Policy Manual calendar.

B. The Vice-Chairman

The Vice-Chairman shall preside at Board of Directors and Congregational meetings in the absence of the Chairman or at his request, and perform the duties of the Chairman in his absence, disability or request, according to the Board Policy Manual.

C. The Secretary

The Secretary shall record the proceedings of the Board of Directors and Congregation meetings, record attendance at Board of Directors meetings, and submit the minutes for approval at the following regular Board of Directors meetings.

D. The Financial Officer

The Financial Officer shall serve as the liaison for the Board of Directors with the Congregation's Business Manager, assist the Business Manager with gathering financial information as requested by the Board of Directors to support development of financial policies, periodically meet with the Business Manager to review the congregational financial records and guidelines, lead an internal review of the financial records in years when an external review is not conducted, and in the absence of a Business Manager or other qualified staff arrange for the preparation of financial reports to the Board of Directors and the Congregation.

E. Legal Obligations:

Officers of the Congregation are authorized to sign any contract passed by the Congregation or the Board of Directors. Contracts shall be signed by at least two of the Officers. The Senior Pastor or his designee will sign all other contracts.

ARTICLE VII - ELECTION OF CONGREGATION OFFICIALS

A. Definition of Elected Congregation Officials

The elected officials of the Congregation shall be the Board of Directors, the Spiritual Life Team, and the Christian Education Team.

B. Nominations

1. The Nominations Committee shall consist of two (2) members from the Board of Directors, two (2) from the Spiritual Life Team, two (2) from the Christian Education Team, and the Senior Pastor. Either the Chairman or the Vice Chairman of the Board of Directors shall be the chairman of the Nominations Committee.
2. The Nominations Committee shall publish the slate of candidates on at least two consecutive Sundays prior to the election. Nominations may be made by members of the Congregation prior to the publishing of the slate. No person may be nominated without their consent or whose qualifications do not comply with Constitution Article VIII, Elected Lay Positions.

C. Elections

Congregation Officials shall be elected by the Congregation in November and shall assume their respective duties on the first day of January. Board of Directors members, Spiritual Life Team members, and Christian Education Team members receiving the most votes for their respective positions shall be elected for terms specified in these By-Laws and shall hold office until their successors have been elected. Approximately one-third of the members of the Board of Directors, the Spiritual Life Team, and the Christian Education Team shall be elected every year.

D. Terms of Office and Membership Minimums

	Members	Terms of Office
Board of Directors	Nine (9) elected members plus the Chairperson of the Spiritual Life Team and Chairperson of the Christian Education Team (or designee)	Three (3) years. Term limited every six (6) years. After one year off, may run for office again.
Spiritual Life Team	No fewer than twelve (12), as determined by the Board of Directors	Three years. No term limits
Christian Education Team	No fewer than seven (7)	Three (3) years. Term limited every six (6) years. After one year off, may run for office again.

E. Vacancies

In the event of a vacancy on the Board of Directors, the Spiritual Life Team, or the Christian Education Team, the Board of Directors shall appoint a successor to serve the remainder of the elected term.

ARTICLE VIII - THE BOARD OF DIRECTORS

A. Membership

The Board of Directors shall consist of eleven (11) members in total, nine (9) elected at-large from the Voting Membership, the Chairperson of the Spiritual Life Team, and the Chairperson of the Christian Education Team ([or their designee](#)). The four Officers of the Board of Directors, elected annually by the Board of Directors from the nine (9) at large members, shall be Chairman, Vice-Chairman, Secretary, and Financial Officer (These four Officers are also the Officers of the Congregation. See Article V of the By-Laws). ~~The Pastors and Principal shall be Advisory Members of the Board of Directors.~~

B. Duties

The duties of the Board of Directors shall be to:

1. establish the vision, direction, goals, and desired outcomes for the Congregation expressed in written policies [in the Board of Directors Policy Manual](#);

2. monitor the performance of the Senior Pastor in accordance with established policies [in the Board Policy Manual](#);
3. consider all matters pertaining to the general welfare of the Congregation which are not delegated to staff.

C. Meetings

1. The Board of Directors shall meet at least six times per year at a time and place determined by its Chairman.
2. The Senior Pastor, Chairman, or a majority of Board of Directors members may call special meetings of the Board of Directors by informing members of the time and place of such meetings at least twenty-four (24) hours in advance.

D. Quorum and Decisions

~~A majority~~ Two-thirds of members of the Board of Directors shall constitute a quorum. Decisions of the Board of Directors will be made by a simple majority of those members present. The presiding Chairman shall not vote except in case of tie votes. In the event that a quorum cannot be present, the chairman may implement an electronic voting policy according to the Board of Director's Policy Manual.

E. Committees

Since the Board of Directors is not a task group, it shall appoint through its Chairman as many committees as necessary to accomplish the work of the congregation.

ARTICLE IX - THE SPIRITUAL LIFE TEAM

A. Membership

Members of the Spiritual Life Team shall be called Elders. The number of Elders shall be determined by the Board of Directors, but shall be no fewer than twelve (12). Membership is restricted to male members of the Congregation (see Constitution Article VIII. B.). The ~~Board~~ Spiritual Life Team shall annually elect its own officers.

B. Duties

The Spiritual Life Team, as an extension of the Pastoral Office, shall concern itself with assisting the pastor(s) with all matters concerning the spiritual welfare of the Congregation, counseling the pastor(s) in the practices of performing the responsibilities of the pastoral office, including proper worship life, the pastoral care of members, proper preaching and teaching of the Word of God in accord with doctrinal standard of Article III, Articles of Faith and Confessions, of this Constitution, and caring for the physical, spiritual and emotional needs of the

pastors, staff, and their families. If problems arise in these areas, the Spiritual Life Team shall report them to the Board of Directors for appropriate action.

C. Meetings

The Spiritual Life Team shall meet as often as it determines necessary, but no less than quarterly.

D. Quorum and Decisions

A majority of the Elders shall constitute a quorum. Decisions of the Spiritual Life Team will be made by a simple majority of those members present. The presiding Chairman shall not vote except in case of tie votes.

E. Committees

The Spiritual Life Team shall appoint through its chairman as many committees as necessary to accomplish its work.

ARTICLE X – CHRISTIAN EDUCATION TEAM

A. Membership

The number of members of the Christian Education Team shall be determined by the Board of Directors, but shall be no fewer than seven (7) and each member shall hold Voting Membership in the congregation. The Board [Team](#) shall annually elect its own officers.

B. Duties

The Christian Education Team, as an extension of the Office of School Principal, shall concern itself with assisting the Principal with all the educational functions of the Christian Day School to ensure that all the children enrolled learn the fundamentals of human knowledge in the context of their spiritual heritage as it centers on the redemptive act of Christ Our Savior. Secondly, the Team shall assist the Principal in providing the necessary auxiliary programs and activities for the physical and social wellbeing of the students. ~~Thirdly, the Team shall assist the Principal in providing any extended childcare functions of the congregation.~~ [Thirdly, the Team shall provide feedback and assistance regarding early childhood programs.](#)

C. Meetings

The Christian Education Team shall meet as often as it determines necessary, but no less than quarterly.

D. Quorum and Recommendations

A majority of the members of the Team shall constitute a quorum. In its role of assisting the Principal, the Team may make formal recommendations to the Principal. These

recommendations will be made by a simple majority of those members present. The presiding Chairperson shall not vote except in case of tie votes.

E. Committees

The Christian Education Team shall appoint through its chairperson as many committees as necessary to accomplish its work.

ARTICLE XI - INDEMNIFICATION

To the extent permitted by law, the Congregation shall indemnify its past and present Congregation Officers, their heirs, executors, and administrators, and may indemnify any other employee or agent, against any and all expenses actually and necessarily incurred by them in the defense or settlement of any actual or threatened action, suit, or proceeding in which they, or any of them, are made a party by reason of their being or having been a Congregation Official, employee, or agent, except in relation to matters in which such Congregation Official, employee, or agent, shall be adjudged in such action, suit, or proceeding ~~to have failed to act in good faith, or acted with gross or willful misconduct.~~ if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

ARTICLE XII - CHANGING THE BY-LAWS

Amendments to the By-Laws may be adopted at a Congregation meeting, provided:

1. That they do not conflict with the provisions laid down in Article III, Articles of Faith and Confessions, of the Constitution or with any section of any other article that pertains to Scriptural doctrine and practice; and
2. That the proposed amendment is submitted in writing to the Board of Directors for review; and
3. That the Board of Directors shall then place the amendment on the agenda for first reading at a Congregation Meeting; and
4. That an affirmative vote of two-thirds (2/3) majority of the voters present is secured at that next Congregation Meeting.

ARTICLE XIII – Our Savior Lutheran Church Endowment Fund

The responsibilities of the Endowment Committee and the operating procedures, policies, administration, disposition of petitions, powers and responsibilities, distribution of income, and audit and report requirements of the Our Savior Lutheran Endowment Fund will be covered in a separate addendum to these By-Laws. ~~Copies of this~~

addendum are available in the Church Office. [Changes to the Endowment Fund By-Law Addendum are to be as prescribed in Article XII of these By-Laws.](#)

ADOPTED: March 26, 2006

RECORD OF REVISIONS:

May 30, 2006:

- **Constitution Article VII:** first paragraph, “and who have been endorsed by and are members of The Lutheran Church—Missouri Synod.” added, as suggested by the Constitution Review Committee of the Michigan District.
- **By-Laws Article III:** The following sentence was deleted, “~~The Board of Directors shall appoint a Call Committee that will present candidates to the Congregation for filling open pastor, teacher, and other professional staff positions.~~” Points A. through D added, as suggested by the Constitution Review Committee of the Michigan District.

March 28, 2007:

- Changed “Board of Spiritual Life” to “Spiritual Life Team” and changed “Board of Christian Education” to Christian Education Team.”
- Changed “Administrative Pastor” to “Senior Pastor.”
- **By-Laws Article VI:** Deleted item D.3.
- **By-Laws Article VI. E.:** Clarified Senior Pastor’s duties relative to approval of contracts.
- **By-Laws Article X. B.:** Clarified language on the duties of the Christian Education Team.

December 1, 2008:

- **By-Laws Article II. C.:** Clarified the definition of a “quorum.”
- **By-Laws Article VII.B. 1.:** Modified the make-up of the Nominations Committee.

June 22, 2011:

- **By-Laws Article IX. E. and Article X. E.:** Clarified statement regarding “Committees.”
- **By-Laws Article X. D.:** Changed heading to “Quorum and Recommendations” and clarified language.

September 21, 2014:

- **By-Laws Article VII.B.1.:** Modified the make-up of the nominations Committee.

Proposed Amendments to **Constitution By-Law ARTICLE XIII** **Our Savior Lutheran Church Endowment Fund**

A. ENDOWMENT COMMITTEE

1. The Board of Directors shall appoint the members of the ENDOWMENT COMMITTEE. The ENDOWMENT COMMITTEE shall consist of the following:

- a) The Administrative Pastor.
- b) The Chairman of the Congregation.
- c) The Financial Officer of the Congregation.
- d) The Business Manager
- e) Up to five interested members of the congregation as appointed by the Board of Directors. Appointed members serve two-year staggered terms, starting in January of each year. They may succeed themselves after review by the Board of Directors.

The ENDOWMENT COMMITTEE will elect each January a Chairperson who will serve for a period of one year to facilitate ENDOWMENT COMMITTEE meetings and communication with the Board of Directors, and a Financial Secretary who will serve for a period of one year to prepare and present financial reports to the ENDOWMENT COMMITTEE.

2. All ENDOWMENT COMMITTEE members shall endeavor to maintain a high degree of communication with the Board of Directors, ~~other boards and committees within the church~~ and members of the congregation to nurture the total life and mission of the church and of the Endowment Fund.

~~8.~~ 3. All new members of the ENDOWMENT COMMITTEE are to receive a copy of this By-Law, a copy of the Operating Guidelines and shall become acquainted with the function and purposes of the Endowment Fund.

~~9.~~ 4. Members of the ENDOWMENT COMMITTEE need not be bonded. In the event of a bond, the cost of said bond shall be borne by the ENDOWMENT FUND.

~~10.~~ 5. The ENDOWMENT COMMITTEE will meet a minimum of twice annually to review financial statements, policies, gifts and disbursements. The Chairperson will communicate the meeting to all members, set the agenda, see that proper minutes are taken, and ensure that the ENDOWMENT COMMITTEE abides by its Operating Guidelines and these Bylaws. A majority of the ENDOWMENT COMMITTEE constitutes a quorum.

~~3.~~ 6. The ENDOWMENT COMMITTEE shall adopt and maintain Operating Guidelines. Such Operating Guidelines are for the purpose of outlining practical procedures that both current and future Endowment Committees shall utilize in carrying

out administrative duties required in the normal operation of the Our Savior Lutheran Church Endowment Fund. At no time will the Operating Guidelines diminish or grant additional power(s) to the Endowment Committee outside of the scope of authority granted by this by-law. The Endowment Committee shall have the discretion to modify and/or amend the Operating Guidelines with a majority vote of the Endowment Committee members. The Endowment Committee shall provide a copy of the Operating Guidelines and any modified or amended versions to the Board of Directors.

4. ~~7.~~ The ENDOWMENT COMMITTEE may establish and maintain accounts with assets invested in the Lutheran Church—Missouri Synod Foundation in St. Louis, MO, the Church Extension Fund of the Michigan District, or in a suitable banking or financial institution, or in any combination of these, as determined by the Endowment Committee. All checks and other documents transferring or expending any funds or assets in the Fund shall be approved by the majority of the members of the ENDOWMENT COMMITTEE. Upon approval of a transaction or disbursement by the majority of the members of the ENDOWMENT COMMITTEE, signed documentation of the approved transaction or disbursement and/or a copy of the ENDOWMENT COMMITTEE meetings minutes shall be provided to and processed by those individuals who are authorized by the Our Savior Lutheran Church Board of Directors to conduct financial transactions on behalf of Our Savior Lutheran Church.

5. ~~8.~~ The ENDOWMENT COMMITTEE may employ, at the expense of the Fund, such professional counseling on investments, legal matters or pay commissions to licensed ~~registered representatives~~ professional as it deems to be in the best interests of the Endowment Fund. However, the ENDOWMENT COMMITTEE shall not employ, engage for services, or pay commissions to members of the ENDOWMENT COMMITTEE, members of the Our Savior Lutheran Church Board of Directors, or any other individual(s) whose service might be deemed a conflict of interest without prior approval of the Our Savior Lutheran Church Board of Directors.

~~6. The ENDOWMENT COMMITTEE shall maintain complete and accurate books of the accounts and may employ such professional help as it deems necessary in this regard. The books shall be audited annually by an AUDIT COMMITTEE or outside audit firm and the audit report will be on file annually at a Congregation Meeting.~~

~~7.~~ 9. No member of the ENDOWMENT COMMITTEE shall engage in any self-dealing or transactions with the Endowment Fund in which the member has direct or indirect financial interest. Each member shall at all times refrain from any conduct in which his or her financial interests would conflict with the interests of the Endowment Fund.

B. DUTIES

1. The ENDOWMENT COMMITTEE or church may receive funds through gifts, bequests, wills, estates or trusts from any source whether in cash or in other property. All Endowment Fund moneys and property shall be kept and maintained in a separate account, distinct and independent from the funds and property otherwise belonging to the church. Provided, however, all assets received shall be approved as appropriate by the ENDOWMENT COMMITTEE prior to final acceptance.

a) Prior to accepting a restricted gift the ENDOWMENT COMMITTEE shall review said restrictions, and ~~make recommendation to the Board of Directors~~

determine as to whether to accept said gift pursuant to the restrictions, reject said gift, or accept said gift with adjustments to the restrictions.

b) Any restricted gifts shall include an agreement between the donor and the ENDOWMENT COMMITTEE. Said agreement may include, but not be limited to, the following:

- i. Name and address of donor.
- ii. Statement of purpose.
- iii. Restrictions, if any, on invasion of principal.
- iv. Conditions for termination of gift restrictions.

2. The ENDOWMENT COMMITTEE shall exercise good stewardship in deliberating over projects in which the Endowment Fund can best be used to the Glory of God. The ENDOWMENT COMMITTEE shall adopt an application process whereby other boards, committees or members of Our Savior Lutheran Church and School may apply for grants from the Our Savior Lutheran Church Endowment Fund.

3. The ENDOWMENT COMMITTEE shall semi-annually provide a report for the Board of Directors of its activities, investments, and disbursements. Annually, at a meeting of the Congregation, an annual report shall be made available.

4. The ENDOWMENT COMMITTEE shall in no event be required to make physical segregation of the assets of the Endowment Fund in order to conform to the directions of any individual donor, but may establish separate accounts in its accounting records. However, this does not mean that separated accounts may not be established, especially to affect a restricted gift.

~~5. All new members of the ENDOWMENT COMMITTEE are to receive a copy of this By-Law, a copy of the Operating Guidelines and shall become acquainted with the function and purposes of the Endowment Fund.~~

~~6. Members of the ENDOWMENT COMMITTEE need not be bonded. In the event of a bond, the cost of said bond shall be borne by the ENDOWMENT FUND.~~

5. The ENDOWMENT COMMITTEE shall maintain complete and accurate books of the accounts and may employ such professional help as it deems necessary in this regard. The books shall be audited annually by an AUDIT COMMITTEE or outside audit firm and the audit report will be on file annually at a Congregation Meeting. The books and records of the Endowment Fund shall be open to inspection and audit at reasonable request by the Board of Directors.

C. POWERS

1. In the administration of this Endowment Fund, the ENDOWMENT COMMITTEE shall have all powers and authority necessary to carry out the purposes of the Fund ~~(Insert the following: and refuse any gift that does not coincide with the mission and ministry of Our Savior Lutheran Church,~~ including the following powers and authority on behalf of Our Savior Lutheran Church of Lansing, Michigan:

- a) To take, have, hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest the assets of the fund, as they in their judgment and discretion shall deem wise and prudent;
- b) To retain any property in the form in which received; to convert and reconvert the Endowment Fund, or any part thereof, into other kinds and forms of property, real or personal or mixed; and to invest or reinvest the Fund or assets herein, or any thereof, as they shall deem wise and prudent, including in such common or preferred stocks, bonds, debentures, mortgages, notes or other securities, investments, or property whether real or personal, which they in their absolute discretion may select or determine, and including without limitation, savings deposits or any bank, mutual savings bank, federal home loan bank or savings and loan association, or in any common trust fund, mutual fund, or any like fund, subject to the usual standards of prudence required of trustees of similar funds;
- c) To receive the income, profits, rents and proceeds of the Endowment Fund and to collect and receipt for the same, and pay all administrative and necessary expenses in connection with it. Expenses are to be paid from the Endowment fund income;
- d) To receive or reject gifts, both designated and undesignated, establish restricted gift funds; and refuse any gift that does not coincide with the mission and ministry of Our Savior Lutheran Church;
- e) To make, execute and deliver all instruments necessary or proper for the accomplishment of the purposes of the Our Savior Lutheran Church Endowment Fund or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, assignments, conveyances, contracts, purchase agreements, waivers, releases and settlements;
- f) To contribute, donate, support or distribute, from time to time, for the purposes herein stated, such payments or amounts as the ENDOWMENT COMMITTEE, in its discretion shall determine, and be consistent, so far as practicable, with the recommendations of the congregation as to the use of Endowment Fund income;
- g) To determine what is principal and income according to accounting procedures;
- h) To hold investments in the name of the Our Savior Lutheran Church of Lansing, Michigan Endowment Fund on behalf of the congregation;
- i) To employ and reasonably compensate from the Endowment Fund income, accountants, agents, investment advisors, and attorneys to assist and advise in the execution of the Endowment Fund, but using reasonable care in their selection,

and to rely on the advice of the persons so employed. However, the ENDOWMENT COMMITTEE shall not employ, engage for services, or pay commissions to members of the ENDOWMENT COMMITTEE, members of the Our Savior Lutheran Church Board of Directors, or any other individual(s) whose service might be deemed a conflict of interest without prior approval of the Our Savior Lutheran Church Board of Directors. [\(See A. 5 above\)](#)

j) To comply with the financial policies set forth by the Our Savior Lutheran Church Board of Directors with regard to the handling of financial assets and to authorize those individuals who have been empowered by the Our Savior Lutheran Church Board of Directors to sign checks and/or all other necessary documents on behalf of the Our Savior Lutheran Church Endowment Fund.

k) The Our Savior Lutheran Church Endowment Fund Committee may in its sole discretion disburse each calendar year up to 5% of the assets of the general endowment fund for any purpose specified by the ENDOWMENT COMMITTEE. The 5% discretionary distribution amount shall be determined by calculating 5% of the net asset value of the General Endowment Fund (excluding ~~the assets of the Our Savior Lutheran Memorial Fund~~ [restricted gift funds](#)) on January 1 of each calendar year.

2. The ENDOWMENT COMMITTEE shall not be liable for any losses which may be incurred upon investments of the Endowment Fund except to the extent that such loss shall have been caused by bad faith or gross negligence of the COMMITTEE members. No member shall be personally liable as long as he or she acts in good faith and with ordinary prudence in discharging the duties of the office. No COMMITTEE member shall be liable for the acts or omissions of any other COMMITTEE member, or of any accountant, agent, attorney or custodian selected with reasonable care.

3. The ENDOWMENT COMMITTEE members shall not receive any compensation, but may be reimbursed from the income of the Endowment Fund for expenses reasonably, incurred.

D. Funds

A. General Endowment Fund: The General Endowment Funds consists of all assets managed by the Endowment Fund which are not restricted gift funds.

The General Endowment Fund consists of ~~four~~ [three](#) sub-funds as follows:

1. Our Savior Lutheran Church Fund: The purpose of this fund is to provide financial support for items relating to church ministry.
2. Our Savior Lutheran School Fund: The purpose of this fund is to provide financial support for items relating to school ministry.
- ~~3. Our Savior Lutheran Memorial Fund: The purpose of this fund is to manage and distribute gifts given for individual recognition or in the memory of a deceased individual.~~
4. Our Savior Lutheran Education Fund: The purpose of this fund is to provide financial assistance for students that are currently enrolled or considering enrollment at Our Savior Lutheran School, or a Lutheran high school, or past and present members of Our Savior Lutheran Church preparing for full-time church work in the Lutheran Church Missouri Synod.

The Endowment Committee may add or delete General Endowment sub-funds with the approval of the ~~Board of Directors or the voters~~ [through the process of changing this bylaw \(By-law Article XII\)](#). ~~if the Board of Directors determines that such approval is outside of the powers granted to them by Our Savior Lutheran Church.~~

B. Restricted Gift Funds: Restricted Gift Funds are established to receive gifts for a specific restricted purpose. A minimum contribution of \$50,000 is required to establish a Restricted Gift Fund. All distributions and/or expenditures from such a Fund must be consistent with the stated purpose of the Fund. However, should it become impractical or impossible to use the funds for the stated purpose (for example, the need no longer exists), then the Endowment Committee shall make an effort to contact the donor to discuss revisions to or elimination of the gift restriction. If the donor cannot be located or is deceased then the Endowment Committee shall recommend an alternative use for the remaining restricted gift funds and seek approval for such alternative use from the Board of Directors or the voters, if the Board of Directors determines that such approval is outside of the powers granted to them by Our Savior Lutheran Church. If the donor provided written instructions to the Endowment Committee on conditions for the elimination of the gift restriction, as outlined in paragraph B1(b) of this document, then the Endowment Committee shall be permitted to change the gift restriction in accordance with the terms provided by the donor.

E. THE CONGREGATION

1. In a Congregational Meeting the voters may, upon the recommendation of the ENDOWMENT COMMITTEE, decide by a two-thirds (2/3) majority vote of the Congregation when and if any Fund principal, or corpus shall be distributed to the extent that such a distribution exceeds the spending policy as outlined in paragraph C(1)(k) of this agreement. This holds true if the principal, or corpus, is ever needed in the event of a catastrophe or dire emergency.

~~2. This By-Law may not be altered or amended except by a two-thirds (2/3) majority vote of the Congregation at a regular meeting, or at a special meeting called specifically for the purpose of amending this By-Law.~~

F. TAX EXEMPTIONS

1. Any gifts given to the Endowment Fund, as well as all income derived there from, shall be used exclusively for religious, charitable and education purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. [The Endowment Committee shall abide by all the rules and regulations of the Internal Revenue Service that govern 501c3 organizations.](#) ~~This Endowment Fund is created and shall be operated exclusively for church purposes. No part of the income or property of this Fund shall inure to the benefit of or be distributable to any member, director, or officer of the church or to any other private person, except that the Endowment Fund Committee is authorized and empowered to pay reasonable compensation for services rendered to investment advisors and paid professionals who are acting in the normal course of business by the licensed professional and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Endowment Fund shall be the carrying on or propaganda or otherwise attempting to influence legislation and it shall not~~

~~participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Endowment Fund shall (a) not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) do any act which would render contributions to the Endowment Fund nondeductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal tax code.~~

G. Dissolution

~~2. 1. This Endowment Fund may be dissolved by vote of the congregation as outlined in Article II of the By-Laws of the Constitution of Our Savior Lutheran Church, Lansing, Michigan in accordance with the laws of the State of Michigan. Upon dissolution of this Endowment Fund, and after payment of all liabilities, obligations, costs and expenses incurred by this Endowment Fund, any remaining assets of the General Funds shall be distributed to Our Savior Lutheran Church, Lansing, Michigan as the primary beneficiary, and any remaining restricted gift funds will be given distributed to the Michigan District - LCMS Endowment Fund to for the purpose of establishing restricted gift funds matching the donor's be administered according to the original intent of when the restricted gift funds were approved by the Our Savior Lutheran Church, Lansing, Michigan Endowment Fund Committee.~~

If Our Savior Lutheran Church of Lansing, Michigan ceases operations as a church and school ministry, disbands or otherwise ceases to exist then in that event any remaining assets held by the Our Savior Lutheran Church Lansing, Michigan Endowment Funds shall be distributed as follows:

1. General Endowment Fund Assets shall be distributed to the Michigan District of the Lutheran Church Missouri Synod to be used at its discretion without restriction.
2. Restricted Gift Funds shall be distributed to the Michigan District of the Lutheran Church Missouri Synod Endowment Fund for the purpose of establishing restricted gift funds matching the donor's original intent when the restricted gift funds were approved by the Our Savior Lutheran Church, Lansing, Michigan Endowment Fund Committee.

Adopted: OSL Voters' Assembly, 5-23 -1999

Revised: OSL Voters' Assembly, 1-2006

Edited: To align with new OSL Constitution, 8-2010

Edited: By-Laws Amended and approved by OSL Voters' Assembly 01-29-2012