



CONSTITUTION AND BY- LAWS

of
St. Timothy Lutheran Church

Houston, TX

As Amended
September 28, 2008

PREAMBLE

It is the will of Lord Jesus Christ that His disciples should proclaim the Gospel to the whole world (Mark 16:16; Matthew 28:18-20; Acts 1:8). That Christ's mission for this Church might be carried out according to His will, He has commanded that Christians unite in worship (Hebrews 10: 24-24), practice fellowship with one another (Acts 2:42), witness to all people (Acts 1:8), help each other grow in grace through Word and Sacraments (Matthew 28:19; Ephesians 4:11-14), serve the needs of all people in Christian love (Mark 10:42-44; John 13:35; Galatians 6:10; Ephesians 4:7-16), administer the Office of the Keys (John 20:21-22; Matthew 18:15-20), and maintain decency and order in the Church (1Corinthians 14:40).

Therefore, we the members of St. Timothy Lutheran Church of Houston, Texas, set forth this document, and accept and subscribe to the following Constitution in accordance with which all spiritual and material affairs of the congregation shall be governed. This Constitution supersedes the one that has hitherto been in force among us and is effective September 19, 2004.

Article I - NAME

The name of the congregation shall be St. Timothy Lutheran Church of Houston, Texas.

Article II - PURPOSE

The purpose of this corporate body shall be that of a religious organization; more specifically, that of a Christian congregation, established and maintained for the express purpose of disseminating the Gospel truth according to the confessional standard of the Lutheran Church, the Book of Concord of the year 1580. This corporate body may receive, acquire, hold title to, and manage such real estate and other property as it may need to accomplish said purpose and may sell or dispose of such real estate and other property or any part thereof, and this corporate body shall have all the rights and powers that are granted by the laws of the State of Texas to religious corporations.

Article III - CONFSSIONAL STANDARDS

In this congregation, all the canonical books of the Old and New Testaments are and shall be recognized as the revealed Word of God, verbally inspired, and the Confessions of the Lutheran Church contained in the Book of Concord of 1580 are accepted as the true exposition of the Word of God, according to which, not only the doctrine in this congregation shall be taught and proved, but also all the doctrinal and religious controversies which may occur, shall be judged and regulated. These Confessions are:

1. Apostles' Creed;
2. The Nicene Creed;
3. The Athanasian Creed;
4. The Unaltered Augsburg Confession;
5. The Apology of the Augsburg Confession;
6. The Smalcald Articles;
7. Dr. Luther's Small Catechism;

8. Dr. Luther's Large Catechism; and
9. The Formula of Concord.

Article IV - SYNODICAL AFFILIATION

This congregation with its Pastor(s) and called teacher(s) and other called workers shall be a member of the Lutheran Church – Missouri Synod so long as said Synod shall remain true to the Confessional Standard as set forth in Article III.

This congregation shall to the best of its ability collaborate with such Synod and assist it in effecting all sound measures for the upbuilding of the Kingdom of God.

Article V – MEMBERSHIP

The membership of this congregation includes Baptized Members, Communicant Members and Voting Members as defined in the By-laws of this Congregation.

Article VI - PASTORAL OFFICE, CALLED TEACHER(S) AND CALLED WORKER(S)

Calls will only be issued to such candidates whom the Lutheran Church – Missouri Synod, approves and who pledge their acceptance of and adherence to the Confessional standards contained in Article III herein. The right of calling shall be vested in the congregation through the Voters' Assembly and never to a lesser body.

Article VII – ORGANIZATION

A. Voters' Assembly.

The Voters' Assembly shall consist of all voting members present at a regular or special meeting of the congregation. The congregation, through the Voters' Assembly, shall have final authority in managing its internal and external affairs.

B. Board of Directors of Mission and Ministry.

The Board of Directors of Mission and Ministry shall be a governing body of the congregation and is responsible to administer all the congregation's affairs except the following matters for action only by the Voters' Assembly:

1. Call or remove a pastor, called teacher or called worker;
2. Purchase, sell or improve church property or buildings valued over 10% of the annual operating budget;
3. Adopt the Annual Financial Plan and Annual Mission and Ministry Plan;
4. Dissolve the congregation;
5. To approve non budgeted cumulative expenses in excess of 10% of the current year's annual budget; and
6. Incur debts, which exceed 5% of the current year's annual budget.

C. Officers, Boards or Committees.

The officers of this congregation shall be such officers, boards or committees as prescribed in the By-laws of this congregation. The officers, boards or committees prescribed in the By-laws shall have no authority beyond that which has been conferred upon them in the Constitution or By-laws.

Article VIII - PROPERTY

All property of this congregation shall be held in its corporate name.

If, at any time, a separation shall take place within this congregation, the advice of the officers of the Texas District of the Lutheran Church-Missouri Synod shall be sought. If, despite of all the efforts to resolve the differences in peace and love, a division into factions of the congregation shall occur, the property of the congregation and all benefits connected shall remain with the majority.

In the event of dissolution of this congregation, which may God prevent, all property of the congregation shall be disposed of by the final Voters' Assembly for payment of debts, and any and all surplus, after due settlement of just claims against this congregation, shall be conveyed to and become the property of the Texas District of the Lutheran Church-Missouri Synod or to such other Internal Revenue Code ("IRC") section 501(c)(3) religious institution as a majority of voters shall decide.

Article IX - BY-LAWS

This congregation, through its Voters' Assembly, may adopt such By-laws as may be required for the accomplishment of its purpose. Such By-laws shall not be in conflict with this Constitution.

Article X - AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended by a two-thirds majority of the votes cast in a meeting of the Voters' Assembly. The wording of the amended Constitution shall be distributed to the congregation assembled for worship on two different Sundays prior to the date upon which the amendment is presented for action.

Article XI - QUORUM FOR DECISIONS

All congregational matters decided by the Voters' Assembly shall be decided by a simple majority of the members voting, present at a properly convened meeting of the Voters' Assembly, except as otherwise required herein.

BY-LAWS TO THE CONSTITUTION OF ST. TIMOTHY LUTHERAN CHURCH

Article I – BAPTIZED MEMBERSHIP

Baptized members are all persons within the congregation who have been baptized in the name of the Triune God, whether children or adults, and come under the pastoral care of this congregation. The following is expected of all baptized members:

1. Attend worship services faithfully and regularly.
2. Lead a Christian life as taught in Galatians 5:16-26.
3. Out of Christian love, submit to brotherly admonition, according to Matthew 18: 15-20, when having erred or offended.
4. Contribute, as God has blessed them, of their time, talents and treasure toward the maintenance of the congregation and the extension of the church at large.
5. In due time, take a course of instruction in preparation for confirmed membership in this congregation.
6. Are not members of any organization conflicting with the Word of God.

Article II - COMMUNICANT MEMBERSHIP

A. Communicant members are all baptized persons within the congregation who have completed a course of instruction in Christian doctrine that meets with the approval of the Senior Pastor and as provided herein.

B. Persons seeking to attain communicant membership shall make that fact known to the Senior Pastor or any other pastor. The Pastor(s) shall ascertain the understanding and commitment to the purpose and theological commitment contained in Article III of the Constitution. The Pastor(s) will determine if additional training is needed and the appropriate method for such training. The Pastor(s) is authorized to extend communicant membership to the transferring person and shall announce the new member to the congregation.

C. In addition to the duties of baptized members, the following is expected of all communicant members:

1. Accept the confessions of faith listed in Article III of the Constitution;
2. Familiarize themselves with the doctrines of the Lutheran Church—Missouri Synod;
3. Partake of the Lord's Supper;
4. Participate in continuing Christian education;
5. Provide for the Christian training of their children.
6. Enter into fellowship with one another; and
7. Participate in at least one area of ministry.

Article III - VOTING MEMBERSHIP

All communicant members of the congregation who are of legal voting age in the State of Texas are voting members. Voting members are expected to attend the meetings of the congregation when such meetings are called.

Article IV - TERMINATION OF MEMBERSHIP

By a 2/3-majority vote of the Board of Elders, the names of members will be removed from membership for the following reasons, and the Voters' Assembly at their next meeting will ratify such actions:

1. Who have transferred to a sister congregation, as approved by the Senior Pastor;
2. Who have joined congregations outside our fellowship;
3. Whose whereabouts are unknown for longer than 6 months;
4. Who have established permanent residence away from the area;

Individuals to be removed for the following reasons must receive prior notification and counseling.

5. Who conduct themselves in a non-Christian manner, been admonished according to Matthew 18:15-20, and remain impenitent; or
6. Who have acted in a way that contradicts the Confessional Writings set forth in Article III of the Constitution.

Article V - BOARD OF DIRECTORS OF MISSION AND MINISTRY

A. Membership. The Board of Directors of Mission and Ministry ("Board of Directors") shall consist of a total of eight (8) members consisting of four (4) voting members, elected at large by the Voters' Assembly, plus the Chairman, Vice-Chairman, Secretary and Treasurer of the congregation. Members of the Board of Directors shall not receive compensation from the congregation, and may not serve on any group that reports directly to the Board of Directors except a Call Committee or a Nominations Committee. The Senior Pastor shall be an ex officio, non-voting, member of the Board of Directors.

B. Nomination and Election. The nomination and election of the members of the Board of Directors shall take place as outlined in Article IX below.

C. Term of Office. The term of office for the members elected at large shall be two (2) years and they shall be staggered terms. At large members shall serve no more than two full successive terms without a break of at least one year. The term of office for all Board of Directors commences January 1 of the year following the election.

D. Vacancies. In the event of a vacancy, the Nomination Committee shall create a list of candidates from which the Board of Directors shall elect an individual to serve until the next scheduled election for that particular position.

E. Meetings. The Board of Directors shall meet at least quarterly and may be called more frequently at the request of the Chairman, the Senior Pastor, or any three members of the Board of Directors. The Chairman or Vice Chairman and three (3) other members of the Board of Directors constitute a quorum for any meeting. Notice of each meeting shall be posted. Meetings shall be open except when called into executive session. The minutes shall fully record and disclose all actions taken and shall be signed by the Chairman and the recording Secretary, and shall remain the permanent property of the congregation. Minutes of the meeting shall be available to voting members upon request.

F. Removal from Office. The Voters' Assembly may remove from office any member of the Board of Directors elected at large who is unable or is willfully neglectful in the performance of his/her official duties. The Board of Directors may initiate such action and take it to the Voters' Assembly. Such removal action shall be publicized at least one week prior to the meeting of the Voters' Assembly.

G. Powers of the Board of Directors. The Board of Directors shall have the authority to develop policies required to execute the goals approved by the Voters' Assembly. Written policies shall be available upon request. The Board of Directors shall have no authority beyond that which has been conferred upon it by the Constitution, these By-laws, or the Voters' Assembly.

H. Duties of the Board of Directors. The Board of Directors shall have the following duties:

1. The Board of Directors, as the chief governing body of the congregation, shall act in all matters pertaining to the legal and general welfare of the congregation, except those reserved for the Voters' Assembly in Article VII (B) of the Constitution.
2. The Board of Directors shall see to it that activities of the church reflect the purpose and faith of the congregation.
3. The Board of Directors shall concern itself with establishing all policies governing the activities of the congregation and oversee the mission, vision, budget, and plans adopted by the Voters' Assembly.
4. The Board of Directors may create or appoint any entity needed. It shall oversee and have authority over all boards, committees, task forces, action teams or other entities of the congregation except for the Board of Elders.
5. The Board of Directors shall insure that a review of the prior year's financial records is conducted and shall become a part of the permanent church records.

Article VI – OFFICERS

A. The Officers of the congregation shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer. Any voting member may hold these offices.

B. The Board of Directors shall be responsible for the nominating process as provided herein.

C. The term of office for all Officers shall be two (2) years. The office of Chairman and Treasurer will be elected in odd years to begin serving January 1 after being elected at the

regular Voters' Assembly. The Vice Chairman and Secretary will be elected in even years to begin serving on January 1 after being elected at the regular Voters' Assembly. Officers shall serve no more than two full successive terms without a break of at least one year.

D. The duties of the Chairman shall include the following:

1. Preside at meetings of the Voters' Assembly and the Board of Directors.
2. Be an ex-officio member of all boards, committees, auxiliaries, groups, etc. in the congregation and shall be welcome at all their meetings either in person or represented by such person(s) he may appoint.
3. Sign all legal documents, with the Secretary, on behalf of the congregation.
4. Enforce and uphold the Constitution and By-laws and perform the general duties as are common for the office, including such additional duties as may be directed by the Voters' Assembly from time to time.
5. At the direction of the Board of Directors, call special meetings of the Voters' Assembly.

E. The duties of the Vice-Chairman shall include performing all of the duties of the Chairman in his absence and such other additional duties as directed by the Chairman.

F. The duties of Secretary shall include the following:

1. The duties shall be those commonly required of that office, especially the keeping and preserving of accurate records of all Voters' Assembly meetings, and handling such correspondence as the congregation may require. All such records of the Secretary shall remain the property of the congregation.
2. Sign all legal documents, with the Chairman, on behalf of the congregation.
3. Responsible for maintaining the minutes of all Board of Directors meetings.

G. The duties of the Treasurer shall include the following:

1. Assure prompt payment of all expenditures authorized by the Voters' Assembly or the Board of Directors, and coordination of such payments to maintain the financial integrity of the congregation.
2. Assure accurate record keeping of all congregational receipts and disbursements on a monthly basis.
3. Furnish financial reports to the Board of Directors.
4. Furnish year to date financial statements at regularly called Voters' Assemblies.
5. All records of the Treasurer shall remain the property of the congregation.

H. Vacancies. In the event of a vacancy, the Nomination Committee shall create a list of candidates from which the Board of Directors shall elect an individual to serve until the next scheduled election for that particular position.

I. Removal from Office. The Voters' Assembly may remove from office any Officer who is unable or is willfully neglectful in the performance of his/her official duties. Such action shall be publicized at least one week prior to the meeting. The Board of Directors may initiate such action.

Article VII – BOARD OF ELDERS

- A. The Board of Elders shall report to the Pastoral Office and only males may serve as elders.
- B. The Board of Elders shall be a standing board along with the Pastoral Office in directing the spiritual well being of the congregation.
- C. The Senior Pastor, or his appointee, and the Board of Elders will compile a list of candidates from the congregation that meet the biblical requirements set forth in 1 Timothy 3:8-13 to serve on the Board of Elders and the list will be presented to the Voters' Assembly for ratification.
- D. The Board of Elders shall concern itself with the spiritual health of the congregation. The duties of the Board of Elders shall include the following:
1. Assist the Pastoral Office in the performance of the spiritual care duties and shall be concerned with the welfare of the pastor, all called workers and their families.
 2. Be concerned with attendance at public worship, use of the sacraments, and the Christian life of the individual and family members of the congregation.
 3. Participate, together with other congregation members as appropriate, in easing suffering from hurt or hardship, sickness, aging, disaster, or other hardships of life.
 4. Assure that public worship is conducted in a manner consistent with the doctrine and confessions of the congregation.
- E. Vacancies on this Board shall be filled by the Pastoral Office and the Board of Elders.
- F. The members of the Board of Elders shall have no term limits. The Board of Elders, in conjunction with the Senior Pastor, will establish an annual review process in order to ensure that the duties and responsibilities of the individuals on the Board of Elders are being met.

Article VIII – SENIOR PASTOR, STAFF AND CALLED WORKERS

- A. The Senior Pastor shall report to the Board of Directors and shall be responsible for the office of public ministry.
- B. The Called workers and the Ministry Staff shall report to the Senior Pastor or his appointee and shall conduct the day-to-day business of the congregation.
- C. Removal from Office of Called Workers. The Voter's Assembly may remove any Called Worker from office by a two-thirds majority ballot vote because of persistent adherence to false doctrine, scandalous life, neglect of duties, or inability to perform the duties of the office. Such action shall be publicized at least one week prior to the meeting. The Texas District President shall be advised of such impending action.

Article IX – NOMINATION AND ELECTION PROCEDURES

The Board of Directors shall appoint a nominating committee whose responsibility is to develop a slate of candidates for the officers and members at large to be elected. The Committee shall contain a majority of non-Director members, shall function for one year and shall report their nominations to the Voters' Assembly. The nominating committee will develop a slate of three (3) candidates for each of the at-large positions open each year. The two at-large candidates receiving the most votes will become the at-large members.

Article X – MEETINGS OF THE VOTERS' ASSEMBLY

A. Regular Meetings. The Voters' Assembly shall meet at least annually at a date(s) and time(s) to be set by the Board of Directors and publicized to the Members at least fourteen (14) days before the meeting. The Board of Directors shall make available the materials for the meeting, including the agenda and other pertinent information, on the Sunday at least one week before the meeting.

B. Special Meetings. The Board of Directors or 10 Voting Members can call a Special Meeting of the Voters' Assembly. Such meeting shall be publicized as far in advance as practicable but at least one week in advance of the meeting with an agenda for the meeting. Such meeting shall be limited to such publicized agenda.

C. Parliamentary Authority. In all questions not covered by the Constitution and By-laws of the congregation, Robert's Rules of Order shall be applied in Christian love.

Article XI - QUORUM

A minimum of fifty (50) voting members present at a properly called meeting constitutes a quorum.

Article XII – AMENDMENT OF BY-LAWS

These By-Laws may be amended in a properly convened meeting of the Voters' Assembly by two-thirds of the voting members present, provided the proposed change has been announced in a previous meeting or has been submitted in writing to the voting members at least fourteen (14) days prior to the meeting.