



By-Laws

Our Savior Lutheran Church
13611 Laurel-Bowie Road
Laurel, MD 20708-1563

Amended:
30 March 2008
28 September 2008

ARTICLE I: MEMBERSHIP

A. Membership

1. *Baptized Members* are those persons who have been baptized in the name of the Triune God and who are under the spiritual care of this congregation.
2. *Confirmed Members* are those baptized members who have received instruction in the Lutheran doctrine, and have publicly affirmed their baptism and/or publicly professed their faith to this congregation.
3. *Congregational Assembly Members* are those confirmed members who have signed an official copy of the Constitution and Bylaws of the congregation, and are eligible to vote in Congregational Assembly meetings.

B. Privileges of Membership: Baptized members are privileged to receive all spiritual care offered by the Pastor(s) and congregation, and are encouraged to:

1. Faithfully attend worship services;
2. Frequently partake of Holy Communion, if a communicant member;
3. Volunteer the use of time, spiritual gifts, and talents in the ministries and activities of the congregation;
4. Support the mission of the church at home and abroad through use of their time, spiritual gifts and finances;
5. Share willingly in the Christian responsibility common to all members of the congregation; and
6. Read and sign a copy of the Constitution and By-Laws, and participate in Congregational Assembly decisions.

C. Termination of Membership

1. *Transfer.* Members shall be transferred to a sister Lutheran congregation upon their request.
2. *Release.* Members shall be released from membership when requested, or when joining a non-Lutheran congregation.
3. *Whereabouts Unknown.* Members, whose whereabouts are unknown and remain in this status for a period of one year, shall be terminated from congregational membership.

4. *Self Excluded.* Members who have not attended worship services or transferred to a sister congregation for a period of one year shall be considered to have become self excluded from the congregation. Self Exclusion releases the individual from all responsibilities of the congregation and any claim against the properties of the congregation.
5. *Forced Removal (Excommunication).* Any member who openly adheres to teaching contrary to the exposition of the Holy Scriptures and to that contained in the Lutheran Confessions; gives public evidence of an immoral and offensive lifestyle; or willfully despises the preaching of the gospel and the administration of the sacraments, shall be admonished in accordance with Matthew 18 verses 15-17. If unrepentant after repeated admonition, said individual shall be removed from membership by the Congregational Assembly upon recommendation of the Pastor(s) and the Elders.

D. Restoration to Membership: An individual who has been removed from membership shall be restored with all rights and privileges when he or she repents and asks forgiveness through the Pastor(s) and the Elders. The act of restoration shall be made known to all members by whatever method deemed suitable by the Pastor(s) and Elders.

ARTICLE II: GOVERNANCE

A. General

The Congregation will be governed according to the general structure of policy-based governance as reflected in Figure 1. Because Christ is the head of the Church, everything flows from Him in accordance with His word as stated in the Holy Bible. The Congregational Assembly derives its guidance from the Bible. The Governance Board is responsible to the Congregational Assembly; the Senior Pastor is responsible to the Governance Board; the Associate Pastor reports to the Senior Pastor; the Elders report to the Senior Pastor; the Staff reports to the Senior Pastor; and, the Ministry Action Teams report to the appropriate Staff member.

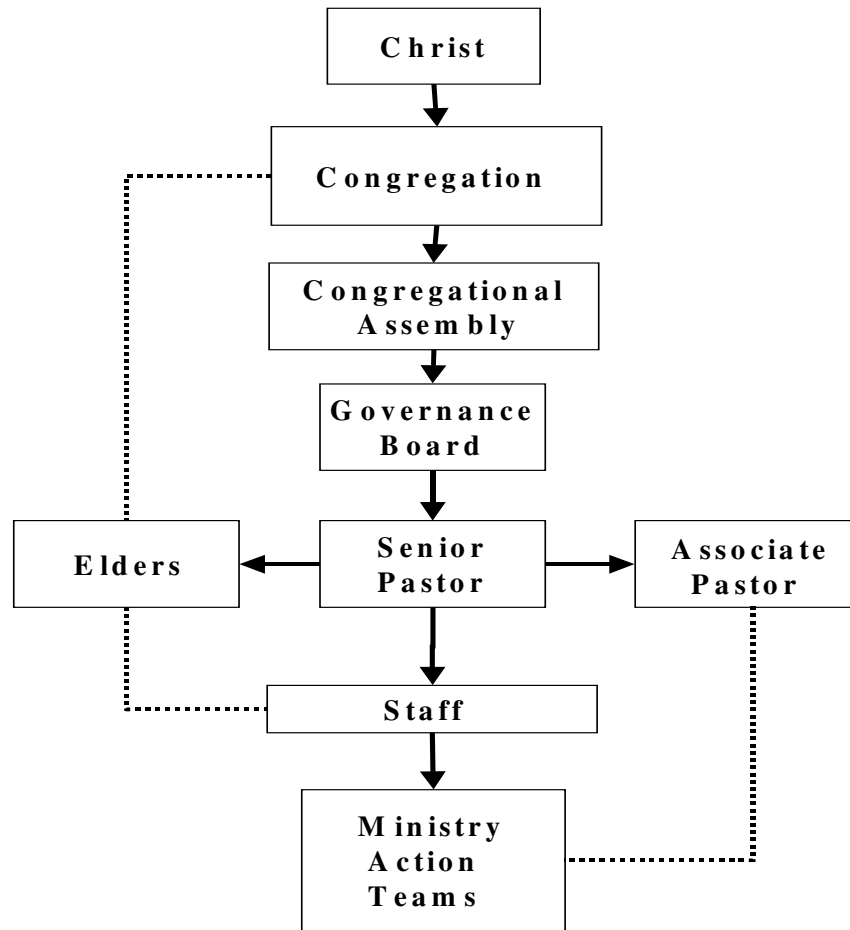


Figure 1. Policy-Based Governance Diagram

B. Congregational Assembly

1. *Regular Meetings.* Regular meetings of the Congregational Assembly shall be held in the months of May and September.
2. *Special Meetings.* Special meetings of the Congregational Assembly may be called by a Pastor, the Governance Board Chair, or upon written request signed by at least seven Congregational Assembly members. The date, place, and agenda of said meeting shall be announced publicly at least seven (7) days prior to the date of said meeting.

3. *Emergency Meetings.* Emergency meetings of the Congregational Assembly may be called by the Governance Board Chair or the Pastor when urgent, time sensitive decisions are required of the Congregation.

4. *Quorum and Voting Regulations:*

- a. *Quorum.* Twenty (20) percent of the Congregational Assembly members shall constitute a quorum for any Congregational Assembly. In the absence of a quorum, those present may fix a new date for the meeting, said date to be publicly announced at least seven (7) days prior to the date of the meeting. Those members present at the reset date shall constitute the quorum.
- b. *Voting Regulations.* There will be no voting by proxy or absentee. Voting procedures will be conducted in a manner which validates Congregational Assembly Membership.
- c. *Affirmative Vote:* The affirmative vote of two-thirds of the votes cast at a meeting shall be required for adoption of any of the following matters:
 - (1) Removal of a called worker or a member of the Governance Board;
and
 - (2) any of the following items listed from Roberts Rules of Order (10th Edition):
 - (a) Amend (Annul, Repeal, or Rescind) any part of the Constitution, By-Laws, or Rules of Order, previously adopted; it also requires previous notice;
 - (b) Amend or Rescind a Standing Rule, a Program or Order of Business, or a Resolution, previously adopted, without notice being given at a previous meeting or in the call for the meeting;
 - (c) Take up a Question out of its Proper Order;
 - (d) Suspend the Rules;
 - (e) Make a Special Order;
 - (f) Discharge an Order of the Day before it is pending;
 - (g) Refuse to Proceed to the Orders of the Day;
 - (h) Sustain an Objection to the Consideration of a Question;
 - (i) Previous Question;
 - (j) Limit, or Extend the Limits, of Debate;
 - (k) Extend the Time Appointed for Adjournment or for Taking a Recess;
 - (l) Close Nominations or the Polls;
 - (m) Limit the Names to be Voted for;
 - (n) Expel from Membership: it also requires previous notice and trial;
 - (o) Depose from Office; it also requires previous notice;
 - (p) Discharge a Committee when previous notice has not been given;
and

- (q) Reconsider in Committee when a member of the majority is absent and has not been notified of the proposed reconsideration.

The affirmative vote of a simple majority (i.e. > 50%) of the Congregational Assembly members present at a meeting shall be required for adoption of any other proposal or action by the Congregational Assembly. A written ballot shall be used for any matter at the discretion of the Chair of the meeting of the Congregational Assembly or upon the request of three Congregational Assembly members.

5. *Order of Business.* All meetings of the Congregational Assembly shall be conducted in accordance with the Constitution and Bylaws of the Congregation. Roberts Rules of Order will be used to answer questions of parliamentary procedure not covered by the Constitution and Bylaws. The following order of business shall be used at regular meetings:
 - a. Opening devotion;
 - b. Taking of attendance;
 - c. Signing of By-Laws and Constitution by Confirmed Members;
 - d. Presentation of the minutes from previous/special meetings;
 - e. Unfinished business;
 - f. Reports, including correspondence, ministries, and Pastor;
 - g. New business;
 - h. Announcements; and
 - i. Adjournment with prayer.
6. *Special Meetings and Emergency Meetings.* The following order of business shall be used at Special or Emergency meetings:
 - a. Opening devotion;
 - b. Taking of attendance;
 - c. Signing of By-Laws and Constitution by Confirmed Members;
 - d. Presentation of any minutes pertaining to announced business;
 - e. Special business as listed on agenda;
 - f. Announcements; and
 - g. Adjournment with prayer.
7. *Authority.* The following matters shall be vested in the Congregational Assembly and shall never be delegated to another group or person:
 - a. Decisions related to all extraordinary matters, financial or otherwise, referred from the Pastor;
 - b. Electing Governance Board members;
 - c. Approving the annual budget for the following year at the September Congregational Assembly – the new budget to be effective October 1st;
 - d. Adopting resolutions respective to the District or Synod;

- e. After consideration of proposals submitted by a call committee, adopting resolutions setting forth the procedure for filling a pastoral vacancy;
 - f. Approving major building plans and initiatives;
 - g. Nominating candidates for office in the District or Synod;
 - h. Electing delegates to District Conventions and nominees for delegates to Synodical Conventions; and
 - i. Extending or rescinding calls to pastors and all other rostered or roster eligible church workers..
8. *Annual Ministry Action Plan and Budget.* The Governance Board shall submit an annual Ministry Action Plan and a Budget Proposal to the Congregation for approval at the September Congregational Assembly. The Ministry Action Plan and Budget Proposal shall be made available to the Congregation at least 7 days prior to the date of a meeting.

C. Governance Board

1. *General.* The Governance Board will govern lawfully with an emphasis on practicing outward vision rather than internal preoccupation; encouraging diversity in viewpoints; focusing on strategic leadership more than administrative detail; clearly distinguishing between Governance Board and Senior Pastor roles; making collective rather than individual decisions; looking to the future rather than to the past or present; and, being proactive.
2. *Responsibilities.* Specific responsibilities of the Governance Board, as trustees of the Congregation, are those that ensure effective organizational performance and sound financial oversight.
 - a. *Trusteeship.* The Governance Board will be the legal representatives of the Congregation. The Governance Board Chair will hold legal authority for the Congregation where a legal signature is required. In the absence of the Governance Board Chair, the Governance Board Vice Chair may act with such legal authority.
 - b. *Finance.* Financial authority will remain with the Governance Board, which will approve a Treasurer and Financial Secretary, as proposed by the Senior Pastor, to carry out tasks related to OSLC finances. The Treasurer and the Financial Secretary shall be covered under the Congregation Official liability policy as articulated in Article V: Indemnification. The Governance Board shall ensure that an internal review of the financial data (to include all bank accounts) be conducted annually and that a formal audit by an outside source be conducted at a minimum of every 3 years.
 - c. *Communication and Policies.* The Governance Board has direct responsibility to communicate with the Baptized Membership of Our Savior Lutheran Church. The Governance Board shall create and keep up to

date a written Policy Manual containing values, perspectives, and operating procedures that address the broadest levels of all organizational decisions and situations, including:

- (1) *Desired Outcomes*. Organizational results, recipients, and cost;
- (2) *Executive Limitations*. Constraints on executive authority that establish the prudent and ethical boundaries within which all executive activity and decisions must take place;
- (3) *Governance Board-Senior Pastor Relationship*. How authority is delegated, its proper use monitored, and the role and accountability of the Senior Pastor; and
- (4) *Governance Process*. Specifying how the Governance Board conceives, carries out, and monitors its own tasks.

ARTICLE III: OFFICE OF THE PASTOR

A. The Pastoral Office

1. *General*. The Pastoral Office is the servant ministry conferred upon pastors by God, through the call of the Congregation, to exercise in public the preaching of the Gospel and the administration of the Sacraments on behalf of all.
2. *Duties and Powers of Pastoral Office*. Upon being installed, the Pastors are authorized and obligated to:
 - a. Proclaim and teach the Word of God in its full truth and purity as contained in the Sacred Scriptures and professed in the Book of Concord of A.D. 1580;
 - b. Administer the Sacraments in accordance with their divine institution;
 - c. Perform the functions of a pastor in an evangelical manner, i.e. aid, counsel, and guide all members; visit the sick and dying; and admonish the indifferent and the erring;
 - d. Guard and promote faithfully the spiritual welfare of the members. In particular, ensure instruction of catechumens, both children and adults in the scriptures to prepare them for confirmed membership in the Church;
 - e. Guide the Congregation in applying the divinely ordained discipline of the Church;
 - f. Promote and guide the mission activity of the Congregation. In particular, ensure the training of workers and guide them in evangelism activities and enlist the support of the Congregation for mission work generally;
 - g. Assist the Congregation in adopting administrative policies and procedures that will help carry out Christ's mission;
 - h. Help the Congregation to become good stewards, offering training and encouragement;
 - i. Serve the Congregation as an example of Christian conduct;

- j. Endeavor earnestly to live in unity with the members of the Congregation and fellow workers and sister congregations in the Synod;
 - k. Assist the Congregation in searching for Spirit-given unity with other Christian congregations through dialogue and shared activities; and
 - l. Do everything possible, by the grace of God, to edify and build the Church of Christ.
3. *Congregational Duties With Respect to the Pastoral Office.* Members of the Congregation obligate themselves to:
- a. Receive the Pastor(s) as servants of Jesus Christ;
 - b. Support the Pastor(s) with encouraging words, cooperative actions, and ardent prayers;
 - c. Provide for the Pastors' maintenance according to the ability of the Congregation by periodically reviewing salary, housing arrangements, and all allowances; and
 - d. Support the Pastors' continuing education as professional persons in the service of the Gospel.

B. Procedure for Securing a Pastor

1. *Occurrence.* As soon as a pastoral vacancy occurs, the Governance Board Chair shall appoint a Call Committee. The Call Committee shall consist of five members. At least one shall be a member of the Governance Board. The Chair of the Governance Board shall then contact the District President Office to arrange a meeting with the Call Committee.
2. *Resolution.* The Call Committee shall draft a proposed resolution to guide the procedure for filling the vacancy and submit that resolution to the Congregational Assembly at its next regularly scheduled or specially called meeting.

C. Elders

1. *Purpose.* To assist the Pastor(s) in the spiritual, emotional, and physical care of the congregation, the staffs of Our Savior Lutheran Church and the Open Arms Child Development Center, and their families.
2. *Appointment.* Elders shall be selected from Confirmed Members of Our Savior Lutheran Church. The Senior Pastor will appoint the Head Elder from the body of sitting Elders for a term of one year. The Pastor(s) will appoint other Elders in conjunction with sitting elders for a term of two years. There shall be a minimum of six (6) Elders.
3. Qualifications:
 - a. Attend worship and partake of Holy Communion regularly;

- b. Be actively involved in the study of God's Word both privately and corporately (Bible class, home groups, or other special classes); and
 - c. Lead God centered lives demonstrated by behavior that is "beyond reproach."
4. Duties: Elders will partner with the Pastor(s) in the Spiritual care of the congregation, the staffs of Our Savior Lutheran Church and Open Arms Child Development Center, and their families in the following areas:
- a. Worship: Elders will ensure that worship is orderly and follows sound doctrinal practices. They will provide training and staffing for altar care, ushers, acolytes, communion assistants, and worship assistants. Elders will support the Pastor(s) in every aspect of worship to give honor and glory to God and to build up and sanctify the people of God.
 - b. Spiritual Care: Elders will be spiritual leaders actively serving as worship assistants, prayer leaders, teachers, and home Bible study leaders. Elders will assist the Pastor(s) with home and hospital visits, ministry to shut-ins, and other calls as prescribed the by Pastor(s)
 - c. Congregation: Elders will actively maintain contact with congregational members to provide encouragement, prayer support, and necessary resources to those in need.

D. Staff and Ministry Action Teams

The Senior Pastor shall ensure that sufficient staff and Ministry Action Teams are in place to achieve the Congregation's vision and manage its mission. The Pastor may hire staff members, secure volunteer unpaid staff members, or establish called staff positions. Called staff positions will be filled according to the procedures established in Article III for calling Pastors. The Senior Pastor will supervise the Staff. Staff members will supervise Ministry Action Teams.

ARTICLE IV: Elected Officers & Terms of Office

A. Elected Officers

1. *Composition.* Elected Officers of this Congregation shall consist of six (6) Governance Board members; three (3) of whom shall be elected annually by the Congregational Assembly for a term of two (2) years. The Board members shall elect a Chair, a Vice Chair and a Secretary at their first Board meeting following each May election.
2. *Eligibility to Hold Office.* Only Congregational Assembly members in good standing are eligible to hold office.

3. *Composition of the Nominating Committee.* The Nominating Committee shall consist of the Pastor(s), two members of the Governance Board whose terms are continuing, and two members of the Congregation at large selected by the Pastor(s) and the Governance Board. The slate shall be published three (3) Sundays prior to the May assembly.
4. *Vacancy in Elected Office.* In the case of a vacancy in elected office, the Governance Board shall elect a successor to fill the position until the next election.

B. Terms of Office

The term of office for the Governance Board shall be two years; the members elected annually. No Governance Board member shall serve more than two consecutive terms. The Governance Board members shall assume their respective duties on a Sunday in June designated by the Pastor.

Article V: Indemnification

To the extent permitted by law, the Congregation shall indemnify its past and present Congregation Officials, their heirs, executors, and administrators, 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. This indemnification shall apply except in relation to matters in which such Congregation Official shall be adjudged in such action, suit, or proceeding to have failed to act in good faith, or acted with gross or willful misconduct. The Congregation shall purchase and maintain a Congregation Official liability policy insuring the Congregation and its individual Congregation Officials against the costs of defending a claim or paying a settlement or decision.

ARTICLE VI: Amendments

These Bylaws may be amended in a properly convened meeting of the Congregational Assembly by a majority of all members present, provided the proposed change has been announced at least one week prior to the meeting in which the amendment is voted upon.