

**St. Stephens Evangelical Lutheran Church – Missouri Synod
of
Hickory, North Carolina, Inc.**

Constitution & By-Laws

**Prepared by:
The Constitutional Revision Committee**

Adopted January 1, 1997

Constitution

Preamble

We, the members of **St. Stephens Evangelical Lutheran Church, Hickory, North Carolina, Inc.**, accept and subscribe to the following constitution and by-laws. They shall govern the spiritual and material affairs of this congregation.

Article I-Name

The name of this congregation shall be "**St. Stephens Evangelical Lutheran Church" of Hickory, North Carolina, Inc.**"

Article 11-Mission

To reach out to people and bring them into a growing relationship with Jesus Christ through: worship of God, vigorous study of His Word, individual loving care, uplifting of one another, and the committed support of his work throughout the world as directed in Matthew 28: 18-20. We, therefore, with the help of God, dedicate ourselves to the task of:

1. Witnessing of our faith in Jesus Christ to each other, the community in which we live, and to the nation and the world.
2. Offering service to our fellow man by acts of mercy and concern.
3. Practicing stewardship by the intelligent management and use of God's gifts to us.
4. Celebrating fellowship with one another so that a spirit of unity and joy exists in the congregation.
5. Growing in faith and knowledge of Jesus Christ by the education of all ages through study and the mutual sharing of God's Word and Sacraments.
6. Caring for each member of our congregation; physically, emotionally and spiritually.
7. Equipping the saints (Eph 4:12) for the mission given to us by God (Mark 16:15).
8. Identifying and encouraging members within the church to pursue careers as professional church workers.

Article III-Confessional Position

This congregation accepts and acknowledges all the canonical books of the Old and New Testaments as the inspired word of God and all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord of 1580 as a true and sound exposition of Christian Doctrine, in full agreement with the Holy Scriptures. In this congregation, no doctrine shall be taught or tolerated which is at variance with these symbols of the Evangelical Lutheran Church.

- * The three Ecumenical Creeds (Apostolic, The Nicene, and the Athanasian).
- * The unaltered Augsburg Confession (1530).
- * The Apology of the Augsburg Confession.
- * The Smaicald Articles.
- * Luther's Large Catechism.
- * Luther's Small Catechism
- * The Formula of Concord (1580).

All doctrinal controversies which may arise in this congregation shall be decided and judged according to this norm of doctrine.

Article IV-Synodical Affiliation

This congregation shall be affiliated with the **LUTHERAN CHURCH-MISSOURI SYNOD** and the district in which it is geographically located, so long as the confessions and the constitution of said synod and district are in accord with the confession and constitution of this congregation.

It shall be the duty of this congregation and its individual members to support the work of the synod and to send its pastor(s), lay delegate, and called teacher(s) to the district conventions of synod.

Article V-Membership

Baptized Members

1. Baptized members are those who are baptized, "in the name of the Father, Son and Holy Spirit", and who are under the spiritual care of this congregation.

Communicant Members

2. Communicant members are those who have been baptized, and accept and believe without reservation the doctrinal standards in article III of the Constitution, and have been accepted into confirmed membership in accordance with the By-Laws of this congregation.

Article VI-Voting Membership

1. All communicant members, male and female, of legal voting age or over, shall be eligible to vote at all congregational meetings.
2. Voting church members should attend meetings and conscientiously vote on all matters presented to the congregation.

Article VII-Board of Directors

Any communicant male member, 30 years old or over, shall be eligible for the elected office of Board of Directors.

Article VIII-Authority In the Congregation

1. Approval Authority

The congregational meeting shall be the approval authority for all matters as outlined below which are presented to St. Stephens Evangelical Lutheran Church, Missouri Synod by the Board of Directors or district or synod committees or persons. Areas requiring congregational attention include but are not limited to:

- * Approval of annual budget.
- * Calling of pastors or full-time church employees.
- * Election of the Board of Directors.
- * Changes to the constitution and by-laws.
- * Approval of church objectives (Annual and/or Long term). Special issues as proposed by the Board of Directors.

2. Governing Authority

The voting members of the congregation will be the final governing body and shall administer all spiritual and material affairs of the congregation. The Board of Directors shall be responsible for day-to-day affairs of the congregation and shall administer, through the senior pastor, all affairs of the congregation.

3. Operating Authority

The senior pastor or a designated representative shall be the operating authority at St. Stephens Evangelical Lutheran Church, Missouri Synod. The senior pastor and his staff are responsible to the Board of Directors and the congregation, for the day-to-day operation and administration of the church. The establishment and function of all

staff committees, boards and/or other groups within the congregation shall be under the direction of the senior pastor subject to the Constitution and By-Laws.

4. Special Meetings/Lawful Assembly

Subject to the By-laws, a special meeting or lawful assembly of the congregation may be called as follows:

- * Request from a voting member through the Board of Directors.
- * Request from the Board of Directors.
- * Request from the Pastor(s) of St. Stephens Evangelical Lutheran Church.
- * Request from the District President, Circuit Counselor, or Synod President
- * Request from ten (10%) percent of the voting members of the congregation.

5. Right of Calling

The calling of a pastor or professional church worker, whether an ordained or commissioned employee, shall be vested in the congregational meeting only. The Board of Directors or their designated selection committee shall be delegated the responsibility to develop a list of one or more, qualified persons for any unfilled position. This is intended to provide a voting choice, when possible. The Board of Directors will select a, "Recommended Candidate(s)", and present this candidate(s) along with the other qualified candidate(s) to the congregation for approval/disapproval.

- Submission of Names for Calling- Qualified persons can be submitted to the Board of Directors by the following means:

- Submitted by the Board of Directors selection committee.
- Submitted by Missouri Synod.
- Submitted by Southeastern District.
- Submitted by individual members of the church.

- Qualification for Called Positions- Persons submitted for consideration must meet the following criteria:

- Be approved by the district and synod.
- Meet the requirements of Articles X or XI of the constitution.
- Meet the requirements of the position under considerations as outlined in the by-laws.

- Selection Committee:

- Established and released by the Board of Directors.
- Composed of three (3) adult lay persons from the congregation.
- Composed of two members of the Board of Directors.
- Will be advised by the pastor(s).
- Provide a list of one or more qualified candidates, to the Board of Directors.
- Provide, "Recommended Candidate(s)", to the Board of Directors.
- Be prepared to provide information concerning their decision to select the "Recommended Candidate(s)".

6. Removal From the Office of Ministry

Any elected or appointed lay worker, professional church worker or pastor may be removed from office by a congregational meeting, conducted in a Christian and lawful manner for; persistent adherence to false teaching, contrary to Article 111, a scandalous life, inability to perform or willful neglect of duties, contrary to Article II. This action shall be taken after the following:

- * Person has been informed of all charges.
- * Person has been given an opportunity to respond.
- * The person has been duly counseled according to Matthew 18.

Also the circuit counselor and district president shall have full knowledge of removal procedures against the; professional church worker or pastor charged. In addition all actions shall be taken in full consultation with said officials. In situations where persons are being considered for removal (whether ordained, commissioned, elected or appointed) these matters will be presented to the congregational meeting for approval/disapproval.

7. Authority of Officers

Board members elected by the congregation shall have no authority beyond that which is conferred upon them and whatever power has been delegated upon them by the constitution, by-laws, or the congregational meeting. At any time the congregational meeting may alter or revoke any authority it has granted.

Article IX-Congregational Property

This congregation may receive, acquire, hold title to, and manage such real estate and other property as R may deem necessary to accomplish its purpose as a congregation and may sell or dispose of such real estate or other property or any part thereof. This congregation shall have all rights and powers granted by the laws of the State of North Carolina to religious organizations. Should a separation in the congregation occur, the entire property of the congregation and all rights connected therewith shall remain with those members who hold fast to this constitution. In the event the congregation should disband, the property and all rights connected therewith shall be transferred to that district of the Lutheran Church-Missouri Synod of which the congregation is a member.

Article X-Office of the Pastor

The pastoral office of this congregation shall be conferred upon such ministers whose beliefs are in accord with the confessional standards of this congregation (Article 111) and have been approved by the synod as being qualified. The pastor in his ministry shall:

- * Proclaim to the congregation, the word of God in its purity as outlined in Article III of this constitution.
- * Administer the sacraments in accordance with their divine institution as ordained in the Holy Scriptures.
- * Execute the office of pastor to meet the requirements of our mission as stated in Article II.
- * Lead a Christian life as taught in Galatians 5:19-26.

Article XI-Professional Church Workers

Professional church workers consist of persons who have been either:

- * Ordained or
- * Commissioned

The office(s) of professional church workers of this congregation shall be conferred upon such candidates whose beliefs are in accord with the confessional standards of this congregation (Article III) and have approved by synod as being qualified for their respective position. The professional church workers shall:

- * Exercise his or her office to meet the requirements of our mission as stated in Article II.
- * Lead his or her colleagues and students in zeal for and devotion to Jesus Christ our Lord.
- * Lead a Christian life as taught in Galatians 5: 19-26.

Article XII - Auxiliary Organizations

Auxiliary organizations of St. Stephens Evangelical Lutheran Church-Missouri Synod shall be specifically approved as such by the congregational meeting and shall be governed by the word of God and the Lutheran confessions as outlined in Article III, and by the constitution and By-laws of the congregation.

Article XIII - Amendments to the Constitution and By-laws

Article III of this constitution shall not be subject to change or appeal. Amendments to the constitution and bylaws shall be decided by a majority vote of the voting membership present. No vote may be taken on any amendments to the constitution and by-laws without prior notice.

Such notice to consist of:

1. A type written copy of the amendment to be:
 - a. Posted in a conspicuous place for no less than two weeks prior to the vote, or.
 - b. Distributed to the voting membership no less than two weeks prior to the vote.
2. Verbal announcement of the intended vote at both Sunday morning worship services during the two week period immediately preceding the vote.

By-laws

Article I-Membership

A. Communicant Members

1. **Reception** - Baptized members shall be required to complete confirmation instruction before being recommended as confirmed members. Unbaptized persons (older than adolescent confirmation age), shall complete confirmation instruction before being baptized and being received as confirmed members. Persons from other denominations shall be required to attend confirmation/ new member instruction before becoming confirmed members. When requirements have been met the pastor shall recommend to the Board of Directors that such persons are ready for reception into membership. They shall be received by profession of faith during a regular worship service.
2. **Profession of Faith** - Persons who have received confirmation instruction but who have fallen away from the church may again become members by indicating their desire to the pastor (s), with approval of the Board of Directors, and by reaffirming their faith during a regular worship service.
3. **Transfer** - Persons coming with a communicant letter of transfer from another congregation of the Lutheran Church Missouri Synod or church body in fellowship that conforms in all respects to those of this congregation, shall be recommended into membership by the pastor(s) and approval by the Board of Directors and will be received following a profession of faith during a regular worship service.

B. Baptized Members

1. **Reception** - Baptized members are received through the sacrament of Holy Baptism, through transfer, or at the request of one or both parents or guardian(s) of a child, who have been baptized in the name of the Triune God.
2. **Duties** - Baptized members shall be encouraged to grow in their faith by regularly attending worship, Bible study, confirmation classes and by conforming their lives to their baptismal vows while making use of prayer.

C. Termination of Membership

1. **Transfer to other Congregations In Fellowship** - Members desiring to join another church congregation shall present their request for transfer to the pastor(s), to whom authority is granted to issue such a transfer. Such transfers shall be reported to the congregation at its annual meeting.
2. **Joining other Denominations** - Members who have joined or request to join a congregation not in fellowship may be issued a release of membership from the pastor(s). This action shall be reported to the congregation at its annual meeting.

3. **Whereabouts Unknown** - The names of members whose whereabouts are unknown and cannot be established within a period of one(1) year shall be removed from the membership by recommendation of the Board of Directors and approval by the congregation at its annual meeting.
4. **Self-Exclusion** - The following conditions apply for self-removal from the church membership rolls:
 - * Persons who have not attended worship services, Bible study or have neglected their stewardship responsibilities, within the past one (1) year.
 - * Persons who have moved away (outside of a 50 mile radius) and refuse to join a new congregation within one (1) year after leaving. This excludes persons in college/school, military service or confinement.
 - * Persons who state that they no longer desire to be a member of St. Stephens. Prior to removal from church membership the delinquent members shall be contacted and visited by lay workers assigned to a delinquent membership committee, and/or the pastor(s). Every effort should be utilized to inform the person of his/her spiritual condition and the result to their eternal salvation. Persons who have moved away may be contacted by certified mail or telephone to satisfy this requirement. If the member still fails to respond to urging to return to the faith, the lay workers will present the persons name to the pastor(s) and the Board of Directors for removal. All persons submitted for removal from membership require approval by the congregation at its annual meeting.
5. **Ex-communication** -Members who persist in living as manifest and impenitent sinners and have resisted all efforts by the pastor(s) or members of the congregation to convince them to repent of their sins shall be removed from membership by the congregation at Ks annual meeting. However, prior to ex-communication, announcement of the intention to ex-communicate shall be made during regular worship services.
6. **Membership Status** - Those who forfeit membership by self-exclusion or ex-communication are released from all responsibilities to this congregation and are excluded from its privileges such as Holy Communion, transfer to another Lutheran congregation, burial privileges, and claims against properties or assets of this congregation. They will at all times, however, be welcome to seek restoration and rejoin the church membership.
7. **Restoration** - See Article I -Profession of Faith

Article II -Congregational Meeting

A. Meetings

1. The congregational meeting shall be held, as a minimum, once annually. The meeting shall be publicly announced four weeks in advance with written announcements placed in the weekly and monthly bulletins.
2. Special congregational meetings may be called by the Board of Directors or as indicated in Article VIII, Section 4. of the constitution. The date, time and agenda of such meetings shall be publicly announced two weeks prior to the date and placed in the church bulletin. Special congregational meetings should be held immediately following both regular worship services on the same day. Special congregational meetings may also be held at other times based on the needs of the congregation and presentation requirements.
3. The Board of Directors is responsible for establishing the meeting dates, setting up and conducting all congregational meetings. The current chairman will officiate all meeting activities and is responsible for announcing all voter counts.
4. Method of voting (ie.; ballot, show of hands, standing, etc.) shall be determined by the chairman of the Board of Directors based on the needs of the situation.

B. Quorum and Voting

Fifty (50) OR MORE communicant members present at any duly called congregational meeting shall constitute a quorum. A majority vote of all communicate members present shall constitute lawful action of the congregation.

C. Majority Rule

Areas requiring congregational approval will be passed/rejected based on a total count of votes at all meetings with the decision deferring to the majority vote.

D. Order of Business

1. All congregational meetings shall be conducted in accordance with the constitution and by-laws. The meetings shall be governed by Robert's Rules of Order in areas not covered by the constitution and by-laws.
2. The order of Business shall be as follows:
 - * Opening prayer
 - * Elections of new church directors
 - * Written reports of progress against objectives (past fiscal yr.)
 - * Written report of budget revenues & expenditures (past fiscal yr..)
 - * Presentation of annual objectives (coming fiscal year)
 - * Presentation of annual budget (coming fiscal year)
 - * Other business
 - * Closing prayer
3. Special congregational meetings will utilize the following order of business;
 - Opening prayer
 - Presentation of special matter(s)
 - Discussion
 - Vote and announcement
 - Closing prayer
4. All congregational meetings shall have all minutes recorded as a matter of record to facilitate the execution of future business approved by the congregation. The church secretary shall act in this capacity at all meetings unless released or replaced by the Board of Directors.

Article III-Board of Directors**A. Number and Term:**

The Board of Directors shall consist of seven (7) male members and each council member shall be elected for a three (3) year term. The terms of the council members shall be staggered with three (3) board member's terms expiring the first year, two (2) board member's terms expiring the second year, and two (2) board member's terms expiring the third year. Each year the board members shall elect a Chairman who shall also serve as President of the corporation.

B. Officers:

The President shall be the executive officer of the Board of Directors and shall have the authority to sign those documents as are approved by the Board of Directors and/or the church congregation. The Board of Directors shall also elect a Vice Chairman who shall also act as Vice President to serve in the event the Chairman/President is unable to do so.

The Vice Chairman will be acting Secretary to the corporation. The Secretary shall be responsible for signing such documents as may be approved by the congregation and/or the Board of Directors; to keep a permanent record of the minutes of all meetings of the Board of Directors and the congregation; have custody of the seal, record books, and other documents of the congregation; conduct all authorized correspondence, and issue official notices.

C. Responsibilities:

1. Provide the governing authority for the congregation.
2. Insure that the word of God in its purity is proclaimed as outlined in Article III of the constitution.
3. Insure that the church and church staff executes the requirements of our mission as stated in Article II of the constitution.
4. Represent God's church and its members in accordance with the constitution and by- laws.
5. Develop, review and control the implementation of annual church objectives and budget.
6. Plan, organize and administer the annual congregational meeting to include presentation of:
 - * Election of church directors.
 - * Annual objectives.
 - * Annual budget.
 - * Evaluation of progress against objectives and budget.
 - * Membership business
 - * Other business
7. Initiate and manage the calling process for pastors, principal, teachers or other called employees.
8. Evaluate the senior pastor on an annual basis.
9. Review all employee evaluations annually.
10. With the assistance of the senior pastor, develop, review and provide final approval of all employee; job descriptions, pay grades and benefit packages, etc., on an annual basis.
11. Act as final approval for the hiring / release of all non-called employees.
12. Evaluate, organize and present to the congregation special matters for approval.
13. The Board of Directors must review and approve any changes to the church organizational and staff charts, to include; areas of responsibilities or organizations assigned to a staff positions.
14. Evaluate, prepare and present to the congregation, for approval, changes to the constitution and by-laws. (Any church member may submit proposed changes to the Board of Directors.
15. Act as the final approval for all changes to school curriculum,
16. Direct and approve the development and management of additional funding sources which are not included in the annual budget.
17. Responsible for the signing of all legal documents, deeds, contracts, etc., which binds St. Stephens Lutheran Church (MS) to any agreement.

D. Operating Rules

1. Each director is elected to a three (3) year term.
2. Each term begins immediately following the annual congregational meeting.
3. Board of Directors consists of seven (7) members.
4. The board will elect a chairman annually.
5. The chairman of the board is designated for the sole purpose of administrating the board meetings and congregational meetings and has no additional authority other than that of a church director.
6. Board directors terms will be staggered with no more than three (3) members being replaced at one time.
7. Filling of an unexpired term will be by special congregational meeting.
8. Removal from the board is as indicated in the constitution, Article VIII, Section 6.
9. Any person may request to address the Board of Directors, but approval must be granted by a member of the Board of Directors.
10. The church secretary will act as a recorder/secretary for all Board of Directors meetings.
11. Board of Directors meetings are to be convened at least quarterly and the dates of these meetings published in the church bulletin prior to the meeting date.
12. Board members shall not serve consecutive terms and cannot be re-elected to the board for three (3) years following their term.
13. The minutes of each Board of Directors meeting will be recorded and maintained as a permanent record.
14. All business brought before the board that requires a decision will be voted upon by a show of hands, with the vote going to the majority.
15. The Board of Directors shall require a minimum of five (5) members to constitute a legal meeting (quorum) to approve/disapprove a vote.
16. All members of the Board of Directors must be informed of all board meetings.

Article IV-Establishing Committees

The congregation permanently delegates to the Board of Directors, the senior pastor and/or their designated representatives, the authority to establish working committees to execute the plans and requirements of the church. These committees as established have no authority other than that given from the Board of Directors, pastor and/or their designated representatives to fulfill their assigned duties. These committees will report through the church chain of authority to the group or person that established their existence. When the committee has achieved its objective it will be dissolved. The Board of Directors, senior pastor or his staff will announce through appropriate means, the establishment of committees to allow lay persons to volunteer/sign-up.

Article V-Church Members

Responsibilities

1. Accord the pastor(s), and other staff employees; honor, love and obedience in the execution of their ministry.
2. Faithfully pray for the pastor(s), and other employees.

3. To provide for the financial support of each church employee according to the ability of the congregation.
4. Faithfully and regularly attend worship services, Bible study and fellowship gatherings.
5. Live by faith in Jesus Christ, providing their fellow members with love, concern, prayer and support.
6. Support the work of all church officials; elected, called, appointed or employed.
7. Contribute as God has blessed them, of their time, personal talents and finances toward the support of this congregation and the extension of the church at large (I Corinthians 16:2).
8. Work to fulfill the mission of this congregation as stated in Article 11 of the constitution.
9. Attend faithfully and regularly congregational meetings to provide direction for church activities.
10. Lead a Christian life as taught in Galatians 5: 19-26.
11. Out of Christian love, submit to brotherly admonition, according to Matthew 18, when having erred or offended.

Article VI-Office of the Senior Pastor

Responsibilities:

1. Fulfill the office of ministry at St. Stephens Evangelical Lutheran Church, as outlined in the constitution, Article X "Office of the Pastor".
2. Manage and direct all staff positions of the church.
3. Review and evaluate results of objectives for all staff positions annually.
4. Supervise the development and consolidation of all budgets and objectives for congregational approval.
5. Develop, review and approve all employee; job descriptions, pay grades and benefit packages, etc., on an annual basis, with final approval from the Board of Directors.
6. Execute the annual church budget as approved by the congregation and directed by the Board of Directors.
7. Implement church objectives as approved by the congregation and directed by the Board of Directors.

Article VII-Office of Pastor

Responsibilities:

1. Assists the senior pastor in fulfilling the office of ministry at St. Stephens Evangelical Lutheran Church, as outlined in the constitution, Article X, "Office of the Pastor".
2. Develop, implement and maintain an effective Congregational Caring Ministry Program (Internal to the church).
3. Develop, implement and maintain an effective Evangelism Ministry Program (External to the church).
4. Develop, implement and maintain an effective Church Fellowship Program

5. Develop, implement and maintain a program to coordinate and support the work and direction of the church auxiliaries.
6. Develop implement and monitor an annual, departmental, budget.
7. Work to fulfill the mission of this congregation as stated in Article 11 of the constitution and as directed by the senior pastor.

Article VIII-Office of the Principal

Responsibilities:

1. Manage the daily operation of St. Stephens Lutheran School.
2. Maintain the school as an agency of the church where the confessions and doctrine of St. Stephens Lutheran Church Missouri Synod will be taught and professed.
3. Develop and maintain a strong Student Recruitment Program.
4. Prepare, administer and maintain a balanced annual school budget.
5. Develop and maintain a curriculum that will:
 - * Prepare our students for higher education at a public or parochial school.
 - * Provide a Christ centered education.
6. Insure that all teachers are certified or in the process of certification in the State of North Carolina.
7. Fill all teacher vacancies with Synodically trained teachers, if available and qualified.
8. Work to fulfill the mission of this congregation as stated in Article II of the constitution and as directed by the senior pastor.

Article IX-Office of the Business Manager

Responsibilities:

1. Manage the budgeting process.
2. Ensure sound accounting procedures are enforced by controlling, receipts, disbursements and the reporting of actuals versus budgets.
3. Administer and maintain all church; property, buildings and fixtures.
4. Represent the church's best interest in all legal matters such as contracts, loans, audits, bids and interaction with attorneys.
5. Develop and implement all stewardship activities.
6. Develop and manage all salary plans and benefit packages.
7. Employ and manage all personnel for the following areas: accounting, money counters, janitorial staff, buildings and grounds maintenance staff, cemetery, stewardship and other areas as directed by the senior pastor and the Board of Directors.
8. Develop and maintain a record retention program.

9. Develop and implement a policy for facility key management, facility usage and storage access.
10. Develop and manage all additional funding sources under the direction and approval of the Board of Directors.
11. Work to fulfill the mission of this congregation as stated in Article 11 of the constitution and as directed by the senior pastor.

Article X-Office of the Youth Minister/Director of Christian Education

Responsibilities:

1. Develop, implement and maintain an effective Christ centered Sunday School Program.
2. Develop, implement and maintain an effective Christ centered Adult Education Program.
3. Develop, implement and maintain an effective Christ centered Youth Program.
4. Organize and train lay workers to execute church support programs.
5. Organize and implement an annual Vacation Bible School Program.
6. Development, implement and monitor an annual budget
7. Work to fulfill the mission of this congregation as stated in Article 11 of the constitution and as directed by the senior pastor.

Article XI-Office of the Director of Music and Worship

Responsibilities:

1. Provide music and music support for all worship services, weddings, funerals, and special programs.
2. Recruit, train and teach; choral and instrumental groups for participation in church worship services and school programs.
3. Develop, implement and maintain an effective Worship Support Program.
4. Provide for the playing of the church organ.
5. Provide for the maintenance, tuning and upkeep of the church organ and other musical instruments.
6. Develop, implement and monitor an annual departmental budget.
7. Work to fulfill the mission of this congregation as stated in Article 11 of the constitution and as directed by the senior pastor.

Article XII-Nominations & Elections to the Board of Directors

A. Nominations:

1. The Board of Directors shall appoint a nominating committee (with the pastor(s) acting as an unofficial advisor) prior to the congregations' annual meeting, for the purpose of selecting and screening persons to be considered for election to the Board of Directors. The Board of Directors will have the final approval for all nominees presented to the congregation for election as Directors.

2. Persons placed in nomination for election as a member of the Board of Directors must be a confirmed church member in good standing as described in Galatians 5:19-26.
3. The nominating committee will select and screen all candidates to insure that they meet the election criteria as set forth in Article VII of the constitution and Article V of the by-laws. The candidates must understand the duties of a director and be willing to serve. The nominating committee will select, as a minimum, one more candidate than the total number of positions to be filled. They will be placed in nomination as, "Board of Directors , 'Recommended Candidates".
4. Persons from the congregation at large may submit their own names to the nominating committee no later than two (2) weeks before the annual congregational meeting. The nominating committee will screen at large candidates to insure that they meet the election criteria as set forth in Article VII of the constitution and Article V of the by-laws. Candidates that meet the criteria will be placed in nomination.

B. Elections:

1. Chairman of the Board of Directors will present the slate of nominees to fill the vacant positions to the congregation. Nominees do not have to be present to receive votes.
2. Voting shall be by preprinted written ballot.
3. The ballots will be collected with one (1) ballot per member and secured for counting by the Board of Directors.
4. The Board of Directors will announce the outcome of all votes and determine if a second ballot is required. All balloting and counting must be completed during the congregational meeting(s).
5. The nominated person(s) receiving the most votes will be elected.
6. In the event of a tie vote a second ballot will be conducted for the tied positions only.

Article XIII - Indemnification

Any person who at any time serves or has served as a director of the corporation shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) expenses, including reasonable attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, and whether or not brought by or on behalf of the corporation, arising out of his or her status as such director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee benefit plan, or his or her activities in any of the foregoing capacities, and (b) an liability incurred by him or her, including without limitation, satisfaction of any judgment, money decree, fine (including any excise tax assessed with respect to an employee benefit plan), penalty or settlement, for which he or she may have become liable in connection with any such action, suit, or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this By-law, including without limitation, to the extent necessary, (a) making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her and (b) giving notice to and obtaining approval by the members of the corporation.

Expenses incurred by a director in defending an action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director to pay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation against such expenses.

Any person who at any time after the adoption of this By-law serves or has served as a director of the corporation shall be deemed to be doing so to have done so in reliance upon, and as consideration for the right of indemnification provided herein, and any modification or repeal of these provisions for indemnification shall be prospective only and shall not affect any rights or obligations existing at the time of such modification or repeal. Such right shall inure to the benefit or the legal representatives of any such person, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this By-law, and shall not be limited by the provisions for indemnification in Sections 55A-8-51 through 55-8-56 of the North Carolina Non-Profit Corporation Act or any successor statutory provisions.

Any person who is entitled to indemnification by the corporation hereunder shall also be entitled to reimbursement of reasonable costs, expenses and attorneys' fees incurred in obtaining such indemnification.

Article XV - Church and Departmental Structure Charts

Article XIV - Dissolution

In the event the corporation shall at any time dissolve and/or terminate its corporate existence the Board of Directors of the corporation shall consider and adopt a plan of liquidation and dissolution with the approval of the congregation. Said plan shall provide for the collection of all assets, the payment of all liabilities, and the remaining portions thereof be assigned to the Lutheran Church - Missouri Synod and/or its designee.