

# **The Constitution of ST. MARK LUTHERAN CHURCH Battle Creek, Michigan**

## **PREAMBLE**

The Holy Scriptures do not prescribe a form of polity for a local congregation. Congregations are free to structure themselves in a way that they believe will be most effective for carrying out the Great Commission of our Lord (Matthew 28:18-20) in a manner that is in harmony with the Holy Scriptures, the Lutheran Confessions, and the teachings and practices of The Lutheran Church–Missouri Synod (LCMS). Since God requires that His people conform to His divine Word in doctrine and in practice (Deuteronomy 6:1-12; Joshua 24:14-15; Psalm 119:105-112; Micah 6:8; Mark 1:16-18; John 20:30-31; Acts 1:1-8; Romans 1:16-18; Philippians 2:1-11; Colossians 2:6-15; 2 Timothy 4:1-5; 1 Peter 5) and that all things be done decently and in order (1 Corinthians 14:26-40; 1 Timothy 2 & 3); we, the members of St. Mark Lutheran Church (SMLC), located in Battle Creek, Michigan, accept and subscribe to the following Constitution and Bylaws, by which all spiritual and material affairs of our congregation shall be governed.

## **ARTICLE I: NAME**

The name of this congregation shall be St. Mark Lutheran Church of Battle Creek, Calhoun County, Michigan.

## **ARTICLE II: PURPOSE**

The purpose of this congregation is to give honor and glory to the Triune God, to carry out His will, to proclaim the Gospel of Jesus Christ to all the world, to nurture the faith of its members, to manifest the unity of our faith in Jesus Christ as Lord and Savior, to foster Christian fellowship, to connect with the community in Christian love and service, and to extend a helping hand to human need by the preaching of the Word of God, by the administration of the Sacraments of Holy Baptism and the Lord's Supper, and by the instruction of all its members in the Christian faith, according to the doctrinal standard of the LCMS.

## **ARTICLE III: DOCTRINAL STANDARD**

- A. This congregation acknowledges and accepts all the canonical books of the Old Testament and the New Testament as the revealed, inspired, and inerrant Word of God, and submits to them as the only infallible authority in all matters of faith and life (2 Timothy 3:14-17, 2 Peter 1:12-21).
- B. This congregation acknowledges and accepts all the confessional writings of the Evangelical Lutheran Church contained in the Book of Concord of the year 1580 as true and genuine expositions of the doctrines of the Bible. These confessional writings are the three Ecumenical Creeds (Apostles', Nicene, and Athanasian), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large and Small Catechisms, the Treatise on the Power and Primacy of the Pope, and the Formula of Concord.

## **ARTICLE IV: SYNODICAL MEMBERSHIP**

For the purposes of pastoral accountability, church worker education and training, and ecclesiastical resourcing and support; this congregation shall be a member of The Lutheran Church-Missouri Synod (LCMS) as long as the Synod conforms to the doctrinal standards set forth in this Constitution. It shall send its pastor(s) and a lay delegate to the Michigan District convention and support the District in its mission of “vigorously making known the love of Christ by word and deed within our congregations, communities, and world”.

## **ARTICLE V: MEMBERSHIP**

The membership of this congregation consists of:

### **A. Baptized Membership**

1. Definition: Baptized members are all who have been baptized in the name of the Triune God and who are under the spiritual care of the pastor(s) of this congregation, including those children who have not yet been confirmed into communicant membership.
2. Reception: Baptized members are received through the Sacrament of Holy Baptism, through transfer from another Christian congregation, or with the consent of one or both parents or guardians in the case of children who have been baptized in another Christian congregation.
3. Duties: Baptized members shall conform their lives to their baptismal vows.

### **B. Communicant Membership**

1. Definition: Communicant members are those baptized members who have been instructed in the Lutheran Christian faith, who are under the spiritual care of the pastor(s) of this congregation, and have made a public profession of faith and pledge of membership.
2. Reception: Communicant members are received by transfer from another Lutheran congregation, by public profession of faith, or by reaffirmation of faith provided they conform to the doctrinal standards set forth in Article III of this Constitution.
3. Duties: Communicant members shall:
  - a. read, study, and apply God’s Word along with the doctrines of the LCMS and support the Word and Sacrament ministry of SMLC (2 Timothy 1:13-14);
  - b. attend worship services faithfully (Hebrews 10:19-25);
  - c. strive to lead exemplary Christian lives (Matthew 5-7, Galatians 5:19-21);
  - d. partake of the Lord's Supper frequently (Matthew 26:26-28) (1Corinthians 11:17-34);
  - e. contribute regularly and faithfully as God has blessed them toward the building of Christ's Kingdom in this congregation and throughout the world (2 Corinthians 9:6-7);
  - f. devote time, energy, and resources to the extension of the Kingdom of God (1 Chronicles 29);
  - g. permit themselves to be fraternally admonished and corrected when they have erred (Matthew 18:15-20, Galatians 6:1-2, James 5:19-20);

- h. not be members of organizations of an un-Christian or anti-Christian character which deny the Holy Trinity, the deity of Christ, the Vicarious Atonement, and other Scriptural doctrines. It shall not be the practice of this congregation to administer Holy Communion to members of such organizations, nor to admit such persons to communicant membership. Exceptional cases are to be dealt with in accordance with the applicable procedure outlined in the Handbook of the LCMS (1 Corinthians 10).

4. Termination:

- a. Communicant members in good standing may be transferred by the pastor to a sister congregation of the LCMS immediately upon their request. Members who move out of the community and thereby become inactive shall be encouraged to transfer their membership to an LCMS congregation in their area.
- b. Communicant members who join congregations other than an LCMS congregation terminate their membership and their names shall be removed from the membership list.
- c. Communicant members whose whereabouts are unknown for a minimum of 2 years and whose addresses cannot be established shall have excluded themselves and their names will be removed from membership after contact has been attempted with no response.
- d. Communicant members who consistently conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20. If they remain impenitent after proper admonition, they shall be removed from membership (1 Corinthians 5). Each case of excommunication shall be presented first to the Elders and then to the Voters' Assembly for a decision. A two-thirds majority vote is required to excommunicate a member.

C. Voting Membership

- 1. Definition: Voting members are all communicant members who have reached the age of 18 years.
- 2. Duties: Voting members should attend the meetings of the Voters' Assembly and actively participate in the life and ministry of the congregation including regular worship, study of God's Word, reception of the Lord's Supper, and service to their local congregation and community. Voting members shall willingly accept volunteer and leadership responsibilities according to their ability.

**ARTICLE VI: THE OFFICES OF PASTOR OR OTHER CALLED CHURCH WORKERS**

The Voters' Assembly of this congregation shall have the exclusive right to call ordained ministers. The right to call commissioned ministers also belongs to the congregation and ordinarily shall not be delegated to a smaller body and never to an individual.

- A. The pastoral office shall be conferred only upon ordained ministers who are members of the LCMS, candidates for the pastoral ministry who have satisfied the qualifications and requirements for assignment of first calls by Synod, or ordained ministers who are members in good standing of church bodies that have been formally recognized to be in altar and pulpit fellowship with the Synod when agreements for such calls are in place.
  - B. Only those commissioned ministers shall receive a call who adhere to the doctrinal standard set forth in this Constitution, who are qualified for the work of the ministry to which they are called, and who have been endorsed by and are members of the LCMS, who are candidates of LCMS colleges and universities who have satisfied the qualifications and requirements for assignment of first calls, and
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who are commissioned ministers in good standing from church bodies that are in altar and pulpit fellowship with the LCMS.

- C. The right of calling ordained or commissioned ministers shall be vested in the Voters' Assembly and shall not be delegated otherwise.
- D. Called and ordained or called and commissioned ministers may be removed from office in Christian and lawful order by a two-thirds majority ballot vote of the Voters' Assembly for one of the following reasons: persistent adherence to false doctrine, leading a scandalous lifestyle, willful neglect of the duties of office, inability to perform those duties, or a domineering approach to the pastoral office or the respective call. The congregation may also request the resignation of any pastor or other called person from his or her position in the case of prolonged incapacity or general incompetence.
- E. When a vacancy occurs in an office of an ordained or commissioned minister, the congregation shall notify the President of the Michigan District to receive assistance in temporarily filling the vacancy if need be, and to receive his counsel in calling a new pastor, teacher, or other church worker.
- F. When hiring a church worker who is not called, the congregation will follow the guidelines set forth in the SMLC Staff Policy Manual.
- G. Call Procedure:
  - 1. The Board of Elders, in conjunction with the Church Council, shall appoint a Call Committee which shall contact the Circuit Visitor and the President's Office of the Michigan District for their advice, prayers, and recommendations, publish a request to the congregation to identify qualified candidates, and prayerfully review all candidates for consideration. The Call Committee shall present a Call List of qualified candidates at a regular or a special meeting of the congregation with or without a recommendation. The congregation's voting members shall then vote on candidates on the Call List until a candidate is selected by majority vote. Nominations from the floor which have not been approved by both the Michigan District office and the Call Committee will not be considered.

## **ARTICLE VII: AUTHORITY OF THE CONGREGATION**

- A. General: The Voters' Assembly is the governing body of this congregation and is the final authority of the congregation with the sole responsibility for:
  - 1. amending the Constitution and Bylaws;
  - 2. purchasing or selling real property, other than staff housing;
  - 3. approving the annual expenditure limit of the operating budget;
  - 4. electing the SMLC Council and approving the appointments to the SMLC Elders;
  - 5. dismissal of SMLC Council members or Board of Elder members;
  - 6. calling a church worker, or releasing a called staff member (see Article VI)
  - 7. borrowing funds or the expenditure of non-designated special gifts over 2% of the annual operating budget in any fiscal year;
  - 8. excommunicating unrepentant members from the congregation;
  - 9. delegating special tasks to the SMLC Council.

- B. Decisions: All matters of doctrine and of conscience shall be decided only by the Word of God. All other matters shall be decided by a majority vote of the Voters' Assembly unless otherwise specified by this Constitution.
- C. Oversight within Congregation: The establishment and conduct of all organizations within the congregation or related directly to the congregation shall be subject to the overall authority and general oversight of the Voters' Assembly.
- D. Meetings: Meetings of the Voters' Assembly shall be held as determined in the bylaws. Announcements of regular meetings shall be made two successive weekends prior to the Voters' Assembly. Announcements of special meetings shall be made two successive weekends prior to the Voters' Assembly. Such special meetings may be called at the request of the pastor, president, SMLC Council, or 10% of the voting membership. All voting members present at a properly called meeting shall constitute a quorum.

### **ARTICLE VIII: OFFICERS, BOARDS, AND MINISTRY TEAMS**

Congregations are at liberty to determine their own organizational and operational structures consistent with local and state requirements for not-for-profit corporations. Constitutions should establish only those offices, boards, and other ministry teams that form the essential framework of the congregation.

The officers of this Congregation shall be such officers as the Bylaws of this Constitution may prescribe. Congregational officers and boards, whether elected or appointed, shall have no authority beyond that which has been conferred upon them by the Voters' Assembly; and whatever authority may have been delegated to them may be altered or revoked.

### **ARTICLE IX: DIVISION**

If at any time a division of the congregation should take place for any reason, the following principles will govern:

- A. The property of the congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in profession and practice to the doctrinal standards set forth in this Constitution.
- B. In the event that the congregation dissolves, all property shall be disposed of by the final Voters' Assembly for the payment of debts and all just claims against the congregation, and any and all surplus and all rights connected therewith shall be conveyed to and become the property of the Michigan District of the LCMS.

### **ARTICLE X: DOCTRINAL LITERATURE**

All worship and study resources used in this congregation shall conform to the doctrinal standards of Article III of this Constitution.

### **ARTICLE XI: BYLAWS**

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

### **ARTICLE XII: AMENDMENTS**

Amendments to this Constitution may be adopted at a Voters' Assembly provided:

- A. that they do not conflict with a Scriptural doctrine or practice laid down in Article III; and
- B. that the proposed amendment has been published and communicated at least two successive weekends prior to the meeting at which the proposed amendment is to be acted upon; and
- C. that changes to Articles II, III, VI and X of this Constitution not alter the provision's essential meaning; and
- D. that an affirmative vote of a two-thirds majority of the voters present is secured.

The revised Constitution shall, as a condition of continued membership in good standing in The Lutheran Church—Missouri Synod (LCMS), be submitted to the President's Office of the Michigan District for review by the District's Constitution committee.

# **The Bylaws of ST. MARK LUTHERAN CHURCH Battle Creek, Michigan**

## **ARTICLE I: VOTERS' ASSEMBLY**

### **A. Members**

1. Members of the Voters' Assembly shall consist of all voting members of the congregation, eighteen (18) years of age and older.

### **B. Meetings**

1. It shall be the duty of the St Mark Lutheran Church (SMLC) Council to make available a copy of the Constitution and By-laws two successive weekends prior to the Voters' Assembly.
2. The annual meeting of the Voters' Assembly will be scheduled by the President of the congregation who will chair the meeting. Notice of the meeting, place, date, time and the agenda will be published and communicated at least two successive weekends prior to the meeting date.
3. Special meetings of the Voters' Assembly may be called by the a) Senior Pastor, b) the Head of the Board of Elders, c) the President of the Congregation, and d) the SMLC Council by publishing and communicating the purpose, date, time and place of the meeting at least two successive weekends prior to the date of such meeting.
4. The President of the congregation shall also call a special meeting of the Voters' Assembly upon receipt of a petition signed by 10% of the voting membership of the congregation. The President shall then publish and communicate the purpose, date, time and place of the meeting at least two successive weekends prior to the date of the meeting.
5. It shall be the duty of all voting members to attend the annual Voters' Assembly and any special congregational meetings. It shall also be their Christian duty to accept nomination for office, task force appointments, ministry team invitations, and other positions if possible; and, generally, to participate in the business activities of the Voters' Assembly. Absence shall not waive the right of election or appointment to an office provided the person has consented to nomination for the position.

### **C. Quorum and Decisions**

The voters present at a properly called meeting shall constitute a quorum. Decisions will be made by a simple majority of those present and voting unless the Constitution specifies otherwise. By failing to attend such meetings, members waive the right to cast their vote during those meetings.

### **D. Order of Business**

1. The meeting of the Voters' Assembly shall be conducted in accordance with the Constitution and Bylaws and shall include the reading of God's Word and prayer. Minutes of the prior meeting shall be available for review and approval.
  2. For questions concerning parliamentary procedure not specified in this Constitution or its Bylaws the latest edition of "Robert's Rules of Order" shall be followed.
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## **ARTICLE II: OFFICERS OF THE CONGREGATION**

The Officers of the Congregation shall be: President, Vice President, Treasurer, and Secretary.

These offices will be elected by the Voters' Assembly for two year terms. The President and Vice President are elected on odd numbered years; the Secretary and Treasurer are elected on even numbered years. The officers of the Congregation shall be the same as the officers of the SMLC Council.

## **ARTICLE III: THE SMLC COUNCIL**

- A. **Membership:** The members of the SMLC Council shall be the congregational officers (President, Vice President, Treasurer, and Secretary), the Head of the Board of Elders, the Property Chair, and the Our World for Children Board Chair. The Finance Manager and the Senior Pastor will serve the Council as ex-officio members. All members of the SMLC Council shall be voting members of the congregation. Immediate family (parents, siblings, children) shall not occupy positions on the SMLC Council during the same term. Paid staff shall not serve as members on the SMLC Council (other than as ex-officio members).
- B. **Duties:** In accordance with Articles II and III of this Constitution, it shall be the duty of the SMLC Council to establish the values, vision, and mission of the congregation and early childhood center along with the outcomes and major goals necessary to achieve them; to oversee the leadership of the Senior Pastor and his coordination of all ministries, including OWC; to develop and enforce policies on matters affecting the overall operation of the congregation; and to decide on matters not reserved for the Voters' Assembly or otherwise delegated to a specific staff member, ministry team, or task force.
- C. **Senior Pastor Review Committee:** The officers of the SMLC Council (President, Vice President, Treasurer, and Secretary) along with the Head Elder shall conduct the annual performance review of the Senior Pastor focusing on the congregation's alignment with its values, vision, and mission; achievements and outcomes of major goals presented at the Voters' Assembly; his spiritual leadership of the congregation; his relational skills with the leadership, staff, volunteers and members of the congregation; and his administrative oversight of the staff and ministries of the congregation. The Senior Pastor Review Committee shall also recommend to the SMLC Council his salary for the next year based on his performance.
- D. **Meetings:** The SMLC Council shall meet as frequently as necessary to accomplish its purposes, but not less than ten times per year at a day, time, and place determined by the President of the congregation.

The Senior Pastor or President of the congregation may call special meetings of the SMLC Council, or the SMLC Officers, by informing Council members of the day, time, and place at least twenty-four hours in advance.

**Note on SMLC Council Meetings:** All meetings of the SMLC Council are open to the membership of the congregation. While members may attend, listen, comment, contribute and participate in the meeting, they will not have voting power on the SMLC Council. If a member would like to address an issue with the Council, they must first meet with the President of the Congregation or the Senior Pastor prior to their attendance at a Council Meeting before submitting an agenda item. The President will have the final say in determining the validity of the proposed agenda item, if the issue will be on the agenda for discussion during the next Council meeting, or if another type of meeting or response would better address the concern.



- E. Quorum and Decisions: A majority of members of the SMLC Council shall constitute a quorum, and a majority vote of all members present is required to make a decision. The President or presiding chair shall not vote except in case of a tie. Any ex-officio members of the SMLC Council may not vote.
- F. Ministry Teams and Task Forces Assigned by the SMLC Council:
  - 1. The President of the congregation, in consultation with the Senior Pastor, has the responsibility of recommending the establishment of or the dissolution of ministry teams or task forces which are required to carry out the work of the Council to accomplish the mission and ministry of the congregation. Any recommendations shall be referred to the SMLC Council for final approval.
  - 2. The President of the congregation shall furnish each appointed ministry team or task force with accurate information on their goals and objectives along with any respective job descriptions.
  - 3. New ministry proposals shall follow the guidelines set forth in the New Ministry Protocol which include review and recommendations from the Finance Team, appropriate staff members, and the Senior Pastor. Final approval of a new ministry will come from the SMLC Council.

#### **ARTICLE IV: BOARD OF ELDERS**

- A. Membership: The Board of Elders will consist of voting members of the congregation who demonstrate spiritual maturity, who serve the people of God in humility, and who are highly invested in the mission and ministry of the congregation. The Elders shall annually elect their own Head Elder, who will serve as the Chair of the Board of Elders. The Head Elder must be male as he has spiritual oversight of the pastoral office of the congregation. Additional elders will be nominated by the Senior Pastor and the Head Elder for appointment by the Board of Elders and approval during the annual Voters' Assembly.

If any position is vacated on the Board of Elders, the Head Elder may appoint a qualified person to fill that position.
- B. Duties: The Elders; as an advisory arm to and extension of the pastoral office, and as recognized spiritual leaders of the congregation; shall (1) assist the Pastor(s) in all matters pertaining to the spiritual care of the congregation; (2) cultivate peace, harmony, and love among the leadership, staff, volunteers, and members of the congregation; (3) ensure the proper preaching and teaching of the Word of God and the administration of the Sacraments of Baptism and the Lord's Supper in accordance with the doctrinal standards of Article III of the Constitution; (4) pray for, encourage, support, and advise the Pastor(s) spiritually, vocationally, emotionally, intellectually, and physically (5) oversee the volunteer leadership (greeters, ushers, servers) of worship in the congregation.
- C. Meetings: The Elders shall meet at least quarterly or as often as needed to accomplish their purpose.
- D. Quorum and Decisions: A majority of members of the Elders shall constitute a quorum, and a majority vote of all members present is required to make a decision.
- E. Ministry Teams and Task Force Assignments: The Elders may appoint through their Chair as many teams and task forces as necessary to fulfill their purpose and accomplish their work.
- F. Leadership of the Head Elder: The Board of Elders shall report its activities and decisions to the SMLC Council through its Chair, the Head Elder.

**ARTICLE V: ADDITIONAL BOARDS:**

**Board of Our World for Children Early Childhood Center**

- A. Membership: The OWC Board shall consist of a Chair, who is a voting member of SMLC, elected by the congregation on even numbered years for a two year term, and no less than four (4) members appointed by the Chair, to two year terms, and the Director of Our World for Children as an exofficio member. One member of the Board of Finance must serve as part of this Board. Sixty percent (60%) of the OWC Board must be voting members of SMLC. This Board shall annually elect its Vice Chair and Secretary.
- B. Duties: The OWC Board, as an extension of the Director's Office, shall assist the Director in all matters relating to the operation of the Center. It shall counsel the Director in setting policies regarding the operation of the Center and shall promote the Center in both within the congregation and out in the community. It shall counsel the Director in matters regarding the supervision of staff and teachers, the instruction, care, and spiritual direction of students; and, along with the Senior Pastor, shall serve as the appeal agency for disputes arising from staff, teachers, or parents. The

OWC Board shall report its activities and decisions to the SMLC Council through its Chair. Please refer to the SMLC Staff Policy Manual and the OWC Handbook for any additional duties.

- C. Meetings: The OWC Board shall meet quarterly or as often as needed to accomplish its purpose.
- D. Quorum and Decisions: Majority of members of the OWC Board shall constitute a quorum, and a majority vote of all members present is required to make a decision.
- E. Ministry Teams and Task Forces: The OWC Board shall appoint through its Chair as many teams as necessary to accomplish its work.

**Board of Finance**

- A. Membership: The Board of Finance shall consist of the Treasurer of SMLC as Chair, who is elected by the congregation on even numbered years for a two year term, the Finance Manager of the congregation, and at least three (3) members appointed by the Chair, who must be voting members of SMLC. The Board of Finance should annually elect its Secretary.
- B. Duties: The Board of Finance shall oversee all receipts and disbursements of the congregation and early childhood center, shall submit the annual budget to the SMLC Council for review and then to the Voters' Assembly for approval. It shall be responsible for the purchase, sale, mortgage, lease of church property as directed by the Voters' Assembly. It shall oversee the purchase, sale, mortgage or lease of staff housing which is owned by the congregation as directed by the SMLC Council. It shall be responsible for the congregation staying within the annual budget. Any expenditure outside of the budget must be approved by the SMLC Council. It shall also supervise any program with the Church Extension Fund.

Please see the SMLC Staff Policy Manual for all additional duties.

- C. Meetings: The Board of Finance shall meet quarterly or as often as necessary to accomplish its work.
- D. Quorum and Decisions: A majority of the Board of Finance shall constitute a quorum, and a majority vote of all members present is required to make a decision.
- E. Ministry Teams and Task Force Assignments: The Board of Finance through its Chair shall appoint as many teams as necessary to accomplish its work.

**Board of Property**

- A. Membership: The Property Board shall consist of a Chair, elected by the congregation on odd numbered years for a two year term, the Campus Coordinator of SMLC and OWC, at least two Property Team Volunteers who are appointed by the Chair, and the Treasurer of SMLC or his/her appointee from the Finance Team.
- B. Duties: The Property Board shall oversee the safety, functionality, and physical operation of all the congregation's properties, buildings, and grounds (campus). The Property Board will oversee the coordination of professional and volunteer human resources to perform work for the campus as needed. They shall oversee the proper management of all maintenance contracts. In conjunction with the Campus Coordinator, the Property Board will provide an ongoing plan of required maintenance, upgrades, and improvements for the campus and report to the SMLC Council on their progress through the Property Chair. The Property Board will communicate their financial needs with the Board of Finance and the SMLC Council and operate within their annual budget. All expenditures outside of the annual budget will be approved by the SMLC Council in consultation with the Board of Finance and/or the Finance Manager.

See the SMLC Staff Policy Manual for any additional duties.

- C. Meetings: The Property Board shall meet at least quarterly or as often as needed to accomplish its purpose.
- D. Quorum and Decisions: A majority of the Property Board shall constitute a quorum, and a majority vote of all members present is required to make a decision.
- E. Ministry Teams and Task Forces: The Property Board through its Chair shall appoint as many teams as necessary to accomplish its work.

**ARTICLE VI: NOMINATION/ELECTION OF MEMBERS OF THE CHURCH COUNCIL**

A. Nomination Procedure:

1. The President of the congregation will select a Nominating Team of not less than five (5) voting members of the congregation, including the President, the Senior Pastor, one other SMLC Council member, one Elder, and at least two (2) voting members of the congregation not currently serving on the SMLC Council. The Nominating Team will prepare a single slate of candidates drawn from voting membership of the congregation. The Nominating Team will ensure a candidate's willingness to serve before placing any names on the slate of candidates.

2. The Nominating Team shall present the proposed slate of candidates to the SMLC Council so that the slate may be published for congregational review two successive weekends prior to the annual Voters' Assembly for acceptance and/or amendment.

3. The Nominating Team, at least two successive weekends before the date of the annual Voters' Assembly, shall publish and communicate the list of the candidates for the congregation to review. At the annual Voters' Assembly, nominations may be made from the floor, providing the nominee's consent has been secured. A majority vote is required for election.

- B. Election Procedure: At the annual meeting of the Voters' Assembly, the slate of candidates shall be elected to their respective offices by a simple majority of voting members present and voting.
- C. Vacancies of Elected Positions: If any elected position is vacated, the SMLC Council will appoint a person to fill that position for the remainder of the unexpired term.

- D. Term of Office: The term of office of all elected positions shall be two years. Those elected shall assume their duties on the 1st day of the month following their election. No person shall serve in the same elected position for more than three consecutive terms.

### **ARTICLE VII: DUTIES OF OFFICERS**

- A. President: The President of SMLC shall preside at all meetings of the Voters' Assembly. The President shall enforce the Constitution and Bylaws of the congregation. All boards and ministry teams of the SMLC Council shall be responsible to the President, except the Board of Elders. The President shall schedule, call to order, and preside over the meetings of the SMLC Council. The President shall sign all contracts which are approved by the Voters' Assembly or by the SMLC Council or may delegate such authority to the Vice-President, to the Treasurer, or to the Secretary.
- B. Vice-President: The Vice-President shall perform the duties of the President in the President's absence, disability, or by the President's request. The Vice-President shall also advise the President, participate in any executive session of the congregation's officers, and contribute to the work of the SMLC Council.
- C. Secretary: The Secretary shall record the proceedings of the annual meeting of the Voters' Assembly and any SMLC Council meetings and present them for approval at the following meeting. The Secretary shall furnish a copy of the Constitution and Bylaws for the congregation to review at least two successive weekends prior to the annual meeting of the Voters' Assembly. An electronic copy may also be made available online. The Secretary shall also furnish a copy of the Constitution and Bylaws, a copy of the SMLC Policy Manual, and the SMLC Staff Policy Manual, to each new member of the SMLC Council.
- D. Treasurer: The Treasurer shall be responsible for ensuring the accurate recording of congregational receipts and disbursements and the prompt payment of all salaries and bills. The Treasurer shall present a written financial statement at each regular meeting of the SMLC Council and annual meeting of the Voters' Assembly. The Treasurer shall submit financial records for an annual financial review. The Treasurer shall serve as the Chair of the Board of Finance and advise the SMLC Council on financial matters.

### **ARTICLE VIII: INDEMNIFICATION**

- A. Those members duly elected or appointed by the SMLC Council who do not receive anything of value from this congregation for serving as SMLC Council Members other than reasonable per diem compensation and/or reimbursement for actual, reasonable and necessary expenses incurred by Council members shall be deemed a "Volunteer" for all purposes hereunder.
- B. A Volunteer SMLC Council Member shall not be personally liable to the congregation or its membership and/or members for monetary damages for any breach of SMLC Council Member's fiduciary duty except for liability arising from or relating to:
1. A breach of the duty of loyalty to the congregation or its members;
  2. acts or omissions not in good faith or the involvement of intentional misconduct or a knowing violation of law;
  3. an act in violation of the provisions of Michigan Law, specifically MCLA 450.2551(1);
  4. any transaction from which a SMLC Council Member derives an improper personal benefit;

5. any act or omission resulting in liability occurring before the date of the adoption and filing of this provision;
  6. any act or omission that is grossly negligent.
- C. The congregation shall assume all liability to any person or entity other than the congregation or its members for all acts or omissions of a Volunteer SMLC Council Member occurring on or after the date of adoption and filing of this provision.
- D. The congregation, by adoption of a resolution in accordance with its Articles of Incorporation and Bylaws, and pursuant to the provisions of Public Act 170 of the Michigan Public Acts of 1987, shall have the power to indemnify those persons serving in the position of, or at the request of the Corporation, as an Officer, Trustee, Non-director Volunteer, Employee or Agent against expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by a person in connection with any actions, suits or proceedings, formal or informal, relating to the service of said individual on behalf of the congregation if such person acted in good faith and in a manner that the person reasonably believed to be in, or not opposed to, the best interest of the congregation, or other respect to any criminal action or proceeding if the person had no reasonable cause to believe that the conduct engaged in was unlawful. The congregation, through the SMLC Council, shall have such further or other authority to indemnify Officers, Employees or Agents consistent with the provisions of Michigan Law and specifically consistent with the provisions of Public Act 170, Michigan Public Acts of 1987, as amended.

#### **ARTICLE IX: CHANGING THE BYLAWS**

Amendments to these Bylaws may be adopted at a Voters' Assembly, provided:

- A. that they do not conflict with the provisions of the Constitution pertaining to Scriptural doctrine and practices; and
  - B. that the proposed amendments have been published and communicated to the congregation at least two successive weekends prior to the meeting at which the proposed amendment will be acted upon; and
  - C. an affirmative vote of two-thirds majority of eligible voters present is secured.
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