

Constitution & Bylaws

Trinity Lutheran Church, Litchfield Park, AZ

Approved [DECEMBER 5, 2021](#)

CONSTITUTION

Preamble

It is the will of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world (Mark 16:16; Matthew 28:18-20; Acts 1:8). That Christ's mission for His Church might be carried out according to His will, He has commanded that Christians unite in worship (Hebrews 10:24-25), practice fellowship with one another (Acts 2:41), witness to all men (Acts 1:8), help each other grow in the Word (Ephesians 4:11-14), serve the needs of all men in Christian love (Ephesians 4:7-16, Mark 10:42-44, John 13:35, Galatians 6:10), administer the Office of the Keys as His Church (John 20:21-23, Matthew 18:15-20), and maintain decency and order (1 Corinthians 14:40) in the Church.

Article I: Name

The name of this congregation shall be Trinity Lutheran Church of Litchfield Park, Arizona and shall be incorporated under the laws of the State of Arizona.

Article II: Purpose and Statement of Mission

The purpose of this corporate body shall be that of a religious organization; more specifically, that of a Christian congregation, established and maintained to carry out the mission of disseminating the Gospel of Jesus Christ for the purpose of "making disciples of all people" (Matthew 28:19) and teaching God's Word (Matthew 28:20) according to the confessional standards of The Lutheran Church as written in the Book of Concord of the year 1580.

Therefore, the Statement of Mission of this congregation is: Trinity Lutheran Church exists to share the Living Water of Jesus Christ with a thirsty world. And we will: Encourage people to follow Christ as His disciples and share in the joy of Christian Living.

We define a disciple as an informed, enlightened, thoroughly dedicated follower of Jesus Christ. We believe it is our ministry to equip people with a vital and maturing personal relationship with Jesus Christ, enlarge the size and influence of our congregation through the proclamation of the Gospel, and establish and support ministries with a worldwide influence for our Savior and His Church.

Article III: Confession of Faith

This congregation acknowledges and accepts all of the canonical books of the Old and New Testaments without reservation and acknowledges and accepts all the Symbolic Books of the Evangelical Lutheran Church, contained in the Book of Concord of 1580, to be the true exposition of the doctrines of the Holy Scriptures.

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These Symbolic Books are: the three Ecumenical Creeds (the Apostolic, the Nicene, and the Athanasian), the Unaltered Augsburg Confession of 1530, the Apology of the Augsburg Confession, the Smalcald Articles, the Large and Small Catechisms of Doctor Martin Luther and the Formula of Concord. All doctrines shall be taught and examined in the congregation according to these Scriptural and Confessional norms and all doctrinal controversies, which arise in this congregation, shall be decided and adjudicated on the basis of them.

Article IV: Synodical Affiliation

This congregation shall be affiliated with The Lutheran Church – Missouri Synod.

Article V: Congregational Members

A. The membership of this congregation includes baptized and communicant members. Baptized members are all persons within the congregation who have been baptized in the name of the Triune God, whether children or adults, and come under the pastoral care of this congregation. It is expected of all baptized members that they will, in due time, take a course of instruction in preparation for communicant membership. Communicant members are all baptized persons within the congregation who have received instruction in accordance with the Confession of Faith (Article 3) and practices of this congregation, which meets with the approval of the Board of Elders.

Those who may become or remain members of this congregation and enjoy and exercise the rights and privileges of membership shall be those who:

1. Have a personal relationship with Jesus Christ (John 14:6);
2. Are baptized (the membership prerequisite for infants and children) (Matthew 28:19);
3. Declare their acceptance of and adherence to the Bible as God's Word (2 Timothy 3:16);
4. Demonstrate the presence of Christ in their lifestyle (John 13:35);
5. Attend public worship regularly if at all physically possible, and if communicants partake of the Lord's Supper frequently (Acts 2:42);
6. Declare themselves willing to support the policies of the congregation provided these are not contrary to the Word of God (James 1:22);
7. Permit themselves to be fraternally admonished when they have erred (Matthew 18:15-20);
8. Are not members of any organization in conflict with the Confession of Faith laid down in Article 3 (Matthew 12:30); and
9. Are involved in giving time, talents, and treasures, according to God's gifts, to serve the Lord through the Church and support its growth (Ephesians 4:16).

B. Admission to membership of the congregation may be made by baptism, transfer from a sister congregation in altar and pulpit fellowship with The Lutheran Church - Missouri Synod, profession of Christian faith and Lutheran doctrine, or rite of confirmation.

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- C. Members of Lutheran Church Missouri Synod congregations who are seasonal residents of the area may become Associate Members of this congregation. Associate Membership may be granted, at the recommendation of the Sr. Pastor, by the Board of Elders. Associate Members have all the basic rights and privileges of membership such as: the reception of the sacraments, pastoral care, congregational concern, and, use of their time, talents, and treasurers, according to God's gifts, in the service of the Lord and attendance and participation in the Congregational Assembly (without vote).
- D. When mutual correction of the Church according to Matthew 18:15-20, proves ineffectual upon an erring member, it will become necessary for this congregation to show the seriousness of the erring member's sin by excluding him or her from its fellowship. Such an excluded person shall have forfeited all rights as a member of this congregation and all claims upon the property of the congregation as such, or upon any part thereof, as long as he or she is not again received into membership by the congregation. The same shall apply to such members who refuse to submit themselves to the fraternal discipline of this congregation and thus exclude themselves, as also do those who sever their connection with the congregation.

In the final step, only the Congregational Assembly, by a two thirds vote, may excommunicate a member. If he or she remains impenitent after proper admonition, he or she shall be excommunicated. Each case shall be presented individually to the Congregational Assembly for a decision. If such member deliberately absents themselves from the meeting or meetings at which their case is discussed, he or she shall be regarded as having excluded (excommunicated) themselves from the membership of the congregation. When it becomes necessary to exclude (excommunicate) a member from the fellowship of this congregation, such action is not to be viewed as punishment upon the excluded (excommunicated) member or as a means of freeing the congregation from a responsibility to that member.

The purpose of such action is to minister to the erring member and show that person the seriousness of his or her actions with the hope of restoring him or her to wholeness in Jesus Christ and reuniting him or her to the fellowship of this congregation (Galatians 6:1-2). When the circumstances that have led to excommunication or self-exclusion have been removed and the individual desires reinstatement, the Board of Elders shall recommend reinstatement to the Congregational Assembly as a joyous action.

- E. Transfer of membership may be made when a member in good standing requests a transfer to another congregation with which we are in fellowship. Membership will be terminated when a member joins another congregation with which we are not in church fellowship, when a member is no longer a resident within our area, or when a member's whereabouts is unknown and cannot be established within a period of six months.

Article VI: Voting Membership

Every communicant member of the congregation shall become a voting member once he or she has attained the age of eighteen years. The voting membership of this congregation shall be known as the Congregational Assembly. Although friends of the congregation may attend Congregational Meetings, only voting members shall be allowed to vote. A voting member shall be allowed to vote at his or her second Congregational Meeting he or she has attended after being formally admitted into membership during a church service and has received and signed the Constitution of the congregation. It shall be the duty of every voting member to attend Congregational Meetings. By failing to attend he or she waives the right of casting his or her vote.

Article VII: Officers

The officers of this congregation shall be: the President, Vice President, Secretary, Treasurer, and such other officers, boards, councils, ministries and committees as the Constitution and the Bylaws of this congregation may elect or appoint in accordance with its needs. The officers must be voting members and shall be selected and serve terms as may be specified by the Bylaws.

All voting members eighteen years of age or older are encouraged to serve according to their qualifications and spiritual gifts as officers and as members of boards, councils, ministries and committees in conformity with the Handbook and Resolutions of The Lutheran Church - Missouri Synod.

Article VIII: Called and Contracted Workers

Only such called and contracted workers shall serve this congregation as who are in accord with the confessional standard of this congregation (Article III), who meet the requirements for membership set forth in Article V, and who have been prepared for their work and are well qualified for it. Reasons for dismissing a called or contracted worker shall be: Persistent adherence to false teaching, leading an ungodly life or unwillingness or inability to perform duties.

All called workers with ordained ministerial status and all called workers with commissioned ministerial status shall be selected in the following manner:

A Call Committee shall be established as provided in the Bylaws. The Congregational Assembly as well as the District President has the opportunity to suggest names for consideration.

The Call Committee shall review the information and the evaluations of the District President. The Congregational Assembly shall elect one of the candidates being considered by ballot and majority vote. After the vote is taken the candidate elect shall be notified of the congregation's call.

The right and responsibility of calling workers with ordained ministerial status and commissioned ministerial status shall ever be vested in the Congregational Assembly and shall never be delegated to a smaller body or individual.

Contracted workers **ELIGIBLE FOR HEALTHCARE BENEFITS** shall be **APPROVED** selected by majority vote of Trinity Lutheran's Board of Directors (such Board to be provided in the Bylaws).

ARTICLE IX: Powers and Limitations

In Congregational Meetings the voting members shall decide all matters relating to the church or church affairs brought before them in accordance with this Constitution and the Bylaws. Every member may appeal to the Congregational Assembly in regard to any matter relating to the affairs and government of the Church except when seeking the dismissal of a called or contracted worker when the procedures of Article VIII of the Bylaws shall be followed. The Congregational Meeting's decision shall be final and binding; however, that decision shall always be in accord with the Word of God and the Symbolic Books of the Evangelical Lutheran Church and, unless it is so, shall be null and void.

In all Congregational Meetings, a majority vote shall decide all questions, except in acquisition and disposal of property and amendments to the Articles of Incorporation and, the Constitution which shall require a two-thirds majority vote, and except matters of doctrine, which shall require unanimity in favor of the Word of God.

ARTICLE X: Rights

The congregation may receive, acquire, hold title to and manage such real estate and other property as it may need to accomplish said purpose and sell or dispose of such real estate and other property or any part thereof. The congregation shall have all the rights and the powers that are granted by the laws of the State of Arizona to a non-profit business corporation.

The property of this congregation is irrevocably dedicated to religious and charitable purposes and no part of net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private individual.

If, at any time, a separation should take place in this congregation, the property of the congregation and all benefits pertaining thereto shall remain with those members who shall continue to adhere to Article III and Article IV of this constitution.

In the event the congregation should dissolve, the property and all rights connected therewith shall be transferred to the district of the Synod in which the congregation held membership at the time of dissolution.

ARTICLE XI: Bylaws

This congregation may adopt such Bylaws as the accomplishment of the purpose of its organization may demand.

ARTICLE XII: Amendments

Amendments to this Constitution must be made in writing and may be made at any Congregational Meeting, providing that the amendment be published in the Church Bulletin on two consecutive Sundays prior to the date upon which the amendment is presented for action. Article III of this Constitution acknowledges and accepts without reservation the congregation's confession of faith, and no amendment shall conflict with it or destroy its essential meaning. A two-thirds affirmative vote of the voting members present shall be required for adoption. Amendments and changes to the Constitution will be forwarded in a timely manor to the Synod's District Constitution Committee for review.

The date of acceptance by the District of amendments and changes is the operative date of such amendments and changes. Since this Constitution must concur with that of the Synod, should the District require changes; then, those required changes shall be considered as accepted into this Constitution.

BYLAWS

Article I –MEMBERSHIP

Persons intending to join this congregation as communicant or baptized members shall give notice of such intention, and shall have received formal instruction related to membership within The Lutheran Church-Missouri Synod and the congregation. The Board of Elders, upon receipt of a recommendation from the Sr. Pastor that, an applicant desiring to become a member has met the qualifications for membership as set forth in Article V of the Constitution shall admit the applicant into membership. Qualified applicants shall, if at all possible, be received into membership at a public worship service.

The Board of Elders shall be responsible for officially accepting, transferring or terminating membership as set forth in Article V: E of the Constitution and reporting such actions to the Board of Directors for inclusion in the minutes of that body.

VOTERS

Communicant members over the age of 18 may become Voters in the Congregational Assembly by attending a meeting of the Congregational Assembly. **THE VOTING MEMBERSHIP OF THIS CONGREGATION SHALL BE KNOWN AS THE CONGREGATIONAL ASSEMBLY. ALTHOUGH FRIENDS OF THE CONGREGATION MAY ATTEND CONGREGATIONAL MEETINGS, ONLY VOTING MEMBERS SHALL BE ALLOWED TO VOTE.** ~~and by signing and receiving a copy of Trinity's Constitution and Bylaws. Voting privilege shall not be extended to Voters in their initial meeting. Retention of the voting privilege requires a member to vote in one out of three Congregational Assembly meetings, no excuse for absences will be necessary.~~ Absentee and proxy voting shall not be accepted in the Congregational Assembly.

Article II - MEETINGS

ANNUAL MEETING

The annual meeting of the Congregational Assembly shall be held in the month of ~~JUNE~~**May** at a time that shall be specified by the Board of Directors. The annual meeting shall include the adoption of the annual budget and the election of officers.

SPECIAL MEETINGS

Special Congregational Assembly meetings may be called at any time by: the President, Senior Pastor, Board of Directors, or Board of Elders. Any ten voting members of the congregation may request a Special Meeting to consider an actionable issue. If the actionable issue prompting the request for a Special Assembly is not of a personnel or personal nature Congregational leaders shall meet with members requesting a Special Congregational Assembly to resolve their concerns. If resolution is not achieved or the matter is of a personnel or personal nature it will be referred to the Conflict Resolution process described in Bylaw ~~X~~**XI**. Only business stated in the call of the special meeting can be transacted at such a meeting.

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MEETING NOTICE

Notice of annual and special meetings of the Congregational Assembly shall be given in all Sunday services ~~(including mission starts)~~ for at least two weeks prior to the meeting's dates. Notice of the meeting shall include printed copies of the meeting's agenda and background information. .

Article III – OFFICERS

ELECTED OFFICERS

~~The following officers shall be elected by the Congregational Assembly: President, Vice President, Secretary and Treasurer of the Congregation, Chairman of the Board of Elders, three persons at-large, and the Elders.~~ The following officials shall be elected by the Congregational Assembly: the President, Vice President, and Secretary of the Congregation, the Chairman of Elders Ministry, three at-large members, and the Elders. The Treasurer of the Congregation shall be selected from qualified members of the Congregation by the Board of Directors and recommended to the Congregation for approval. Due to its professional nature and the specific requirements of the position, the Office of Treasurer may serve two three-year terms to coincide with the triennial audit.

Elders and members of the Board of Directors shall be inducted into office in a public worship service.

OFFICER QUALIFICATIONS

All such officers shall, as a minimum, be communicant members who have demonstrated regular attendance at worship service and/OR group Bible study. Further qualifications for such offices shall be limited insofar only as the Scriptures, the Lutheran Confessions and the gifts of the Holy Spirit dictate.

ELECTION CYCLE

The Vice President, Chairman of the Board of Elders, Secretary, three at-large members of the Board of Directors, and one-half of the Elders shall be elected in odd-numbered years. All others shall be elected in even-numbered years. The Board of Elders and the Senior Pastor prior to each election shall determine the number of Elders.

TERM OF OFFIC

Each officer shall serve for a term of two years, with the exception of the Treasurer. Officers will assume their office on (July 1st). Elected officials may only be elected to two consecutive terms in any one office.

OFFICER VACANCIES

~~The following officials shall be elected by the Congregational Assembly: the President, Vice President, and Secretary of the Congregation, the Chairman of Elders Ministry, three at-large members, and the Elders. The Treasurer of the Congregation shall be selected from qualified members of the Congregation by the Board of Directors and recommended to the Congregation for approval. Due to its professional nature and the specific requirements of the position, the Office of Treasurer may serve two three year terms to coincide with the triennial audit. The Vice President, Chairman of Elders~~

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~~Ministry, Secretary, and one half of the Elders shall be elected in odd-numbered years. The President and one half of the Elders shall be elected in even-numbered years.~~

If an elected position is vacated prior to expiration of the term, the respective Board shall appoint a qualified individual to fill that position until the next scheduled election of the assembly. At that time, that appointed individual may be considered for election by the assembly to complete the remainder of the term, if that position is not up for election in accordance with the above paragraph. If the position of President becomes vacant prior to expiration of the term, the Vice President shall be appointed to the position of President and an appointee shall fill the Vice President position.

TERM OF OFFICE

~~Each officer shall serve for a term of two years, with the exception of the Treasurer. Officers will assume their office on (July 1st). Elected officials may only be elected to two consecutive terms in any one office.~~

OFFICER DUTIES

The elected officers shall be charged with the following duties in addition to any other duties herein prescribed or provided for by reason of their membership in the governing bodies hereby created:

The **President** shall perform the duties generally required of such an officer responsible for the administrative functions of the congregation; He shall preside over the Congregational Assembly and the Board of Directors.

The **Vice President** shall perform those duties the President may assign him and shall assume the duties of the President in his absence.

The **Secretary** shall keep accurate records of all Congregational Assemblies and meeting of the Board of Directors. Prior to such meetings, he/she shall prepare, for distribution at such meetings, the minutes of the previous meeting and any reports and supporting documentation. He/she shall maintain an accurate list of all members of the Congregational Assembly and all Church officers. He/she shall maintain an accurate copy of the Church Constitution and Bylaws, as amended, and any other documents vital to the legal and property interest of the congregation

The **Treasurer** shall oversee the financial assets of Congregation. He/she shall be voted to two three year terms that coincide with the triennial audit, that is he/she will be voted in during the next election after the triennial audit has been completed. He/she shall monitor and ensure that accurate records of the financial position of the Church are kept on a fiscal year basis. He/she shall make regular financial reports and recommendations to the Board of Directors concerning financial trends and planning.

At-large Members will serve on the Board of Directors and may be called upon to serve as delegated to any tasks as deemed necessary by the Board of Directors.

Article IV – BOARDS

The responsibility for the ministries of the congregation shall be divided among the Board of Elders and the Board of Directors

BOARD OF DIRECTORS

The membership of the Board of Directors shall consist of: President of the Congregation, Vice President of the Congregation, Secretary, Treasurer, and Chairman of the Elders, three At-large Members, and the Sr. Pastor as an ex-officio member with voting privileges. Associate Pastor(s) may attend and participate in the meetings, but will not have voting privileges.

Duties of the Board of Directors

The Board of Directors shall have general authority over the affairs of this corporate body between the meetings of the Congregational Assembly subject to the orders of the Congregational Assembly, and none of its action shall conflict with actions taken by the Congregational Assembly. The Board of Directors shall have responsibilities generally associated with a Board of Directors including, but not limited to, the following:

1. **REVIEW** ~~Coordinating the programs and activities of the various departments of the congregation.~~
2. **DEVELOP** ~~Development of the annual budget prior for presentation to the Congregational Assembly for approval.~~
3. **APPOINT** ~~Appointment of the members and general supervisions of Standing and Ad-hoc Committees.~~
4. **COLLABORATE** ~~In collaboration with the Board of Elders~~ **TO** periodically conduct a performance review of the Pastor(s).
5. **REVIEW AND ENDORSE THE ANNUAL MINISTRY OVERVIEW FOR THE CONGREGATION AS PREPARED BY THE SENIOR PASTOR AND STAFF.** ~~In collaboration with the Board of Elders under the leadership of the Sr. Pastor annually present to the Congregational Assembly goals and objectives of the congregation.~~
6. ~~The employment, evaluation, and if necessary, the termination of non-called staff.~~
7. **6. REVIEW AND APPROVE** ~~The development and establishment of personnel policies~~
8. **7. APPROVE** ~~Approval of all plans and polices of Standing and Ad-hoc Committees.~~
9. **8.** Ensure an independent audit of congregational fiscal records is conducted at least every three years.

Committees of the Board of Directors

The Board of Directors, as needed, may appoint standing and/or ad hoc committees or task forces as a means of fulfilling its responsibilities. The Board of Directors will appoint an ad hoc committee for Call (both ordained and commissioned) and this will be comprised of various at-large members from the congregation.

BOARD OF ELDERS

The Board of Elders shall consist of the elected Elders and the elected Chairman. The pastor(s) shall be an ex-officio member(s) with voting privileges.

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Elders shall be men elected by the Congregational Assembly who exemplify a mature Christian living faith, as evidenced by their attitude and conversation, committed to service, regular in attendance in worship and Bible study.

Duties of the Board of Elders

The Board of Elders shall:

1. Watch over the doctrine and life of the congregation, especially, the called workers of the congregation.
2. Have authority and responsibility for the spiritual welfare and activities of congregational members, individually and corporately including the day school and preschool as an integral agency of the congregation's ministry.
3. Serve as special assistants to the pastor(s), supporting them with prayer, helping them with special problems in their ministry; and concerning itself with the spiritual, emotional and physical health and welfare of the pastor(s) and their families.
4. Assist the pastor(s) to cultivate and maintain a bond of peace among the congregation members.
5. Provide pastoral care and mediation if a conflict should occur between a commissioned and/or an ordained minister and the Senior Pastor and/or Associate Pastor
6. Be responsible for providing the pastor(s) with adequate pulpit and altar staff and acolytes; assisting with the distribution of the Lord's Supper, the administration of Baptism, the reading of Lessons, and the reading of sermons as may be needed; as well as cooperating with the Altar Guild in all aspects of their duties.
7. **COLLABORATE** ~~In collaboration~~ with the Board of Directors annually conduct a performance review of the Pastor(s).
8. Assure the mission minded ministry of the congregation.
9. Become involved, on rare occasion, in the spiritual welfare and activities of the preschool and day school, particularly under such circumstances where a potential exists for the spiritual welfare of the congregation might be harmed in any way
- ~~10. **REVIEW AND ENDORSE THE ANNUAL MINISTRY OVERVIEW FOR THE CONGREGATION AS PREPARED BY THE SENIOR PASTOR AND STAFF** In collaboration with the Board of Directors under the leadership of the Sr. Pastor annually present to the Congregational Assembly goals and objectives of the congregation.~~
11. Pray for the congregation

Committees of the Board of Elders

The Board of Elders, as needed, may appoint ad hoc committees or task forces as a means of fulfilling its responsibilities.

Article V - COMMITTEES

STANDING COMMITTEES

A standing committee is an ongoing committee given specific responsibilities for the administration and management of a portion of the congregation's operations. Standing committees are appointed by and accountable to the Board of Directors. The chairperson of a standing committee shall be appointed by the Board of Directors from the committee's membership. Such Chairman shall have the right to vote.

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The President of the Board of Directors is an ex-officio member of all committees except the nominating committee. Members of the nominating committee shall be put forth under the direction of the Board of Directors.

Article VI-SENIOR PASTOR

In addition to the responsibilities attendant to his pastoral office, the Senior Pastor shall also have responsibility for the following:

1. Appointing, with the advice and consent of the Board of Elders, all non-called professional and staff as directors of the congregation's ministries, which includes but is not limited to: Worship, Stewardship, Part-time Education, Evangelism and Assimilation, Fellowship, Social and Special Ministries
2. Hiring, with the advice and consent of the Board of Directors all support staff
3. Leading, supervising, directing, and evaluating all members (called, non-called professional, support staff) of the congregational staff.
4. Providing pastoral care for all members of the congregational staff.
5. Leading and coordinating the activities of the Board of Elders and the Board of Directors.
6. Recommending to the Board of Elders and the Board of Directors the establishment and/or the phase-out of congregational ministries.

Article VII - MINISTRY STAFF

Pastoral Ministry Staff includes all called and contracted members of Trinity's staff. Under the guidance and leadership of the Senior Pastor, members of the Ministry Staff are expected to:

1. Develop and execute goals, annual objectives and specific plans for their respective Ministries.
2. Establish organizational structures and select volunteer personnel for positions within their respective ministries, with the advice and consent of the Senior Pastor.
3. Recommend to the Senior Pastor the annual budget for their respective Ministries.

Article VIII - DISMISSAL OF WORKERS

COMMISSIONED MINISTER

A called commissioned minister may be dismissed for the reasons set forth in Article VIII of the Constitution only after the approval of all the following: the Senior Pastor, the Board of Elders, the Board of Directors, and a two-thirds majority vote of the Congregational Assembly.

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A called ordained minister may be removed from office if he persistently adheres to doctrine contrary to the confessional standards of this congregation (Article III), leads an ungodly life, willfully neglects his official duties, or is unable to perform them. The Board of Elders shall carefully investigate charges on any of these counts. If such charges are substantiated by clear evidence, the pastor shall first be given an opportunity to resign his position in the congregation. If this opportunity is declined, the Board of Elders shall, after consultation with the appropriate officers of the Pacific Southwest District of The Lutheran Church - Missouri Synod, notify the Congregational Assembly of the situation and submit the matter for action at a Special Congregational Assembly. This Special Congregational Assembly shall be announced by the Chairman of the Board of Elders following all regular worship services on the two Sundays preceding this meeting. A two-thirds vote shall be required to remove the pastor from office.

Article IX - AUXILIARY ORGANIZATIONS

All auxiliary organizations shall serve the mission of the congregation and shall be in harmony and in accordance with its Constitution and Bylaws. Such auxiliary organizations to be recognized shall have their Constitutions and Bylaws approved by the Trinity's Board of Directors.

Article X – CONFLICT RESOLUTION

When conflicts, disputes, disagreements, and offenses arise among the members of a congregation it is a matter of grave concern for the whole church. Conflict that arises should be resolved promptly and in accord with Scripture and in keeping with reconciliation as is appropriate among fellow-redeemed.

Issues of fitness for ministry and other theological matters shall be brought to resolution in accord with principles and processes set forth in Constitution Articles III and V and Bylaw Article VIII. The Dispute Resolution services of the Pacific Southwest District shall be utilized in disputes between the congregation and its ordained /commissioned ministers and for disputes between two or more of its ordained/commissioned ministers on staff.

Administrative conflicts, disputes, disagreements and offenses within the membership of the congregation shall be resolved by the elected officers and Boards of the congregation. In the event that the issue to be resolved is the calling of a Special Congregational Assembly (requested by a group of voters) to consider an actionable issue, the Board of Directors shall make every effort to allow the Congregational Assembly to express its will in a Special Meeting.

Article XI - RULES OF ORDER

Meetings of the Congregational Assembly shall be conducted according to *Robert's Rules of Order, Newly Revised*

ARTICLE XII – INDEMNIFICATION

XII.A MANDATORY INDEMNIFICATION. THE CONGREGATION SHALL, TO THE FULLEST EXTENT PERMITTED OR REQUIRED BY ARIZONA REVISED STATUTES, SECTIONS 10-3850 TO 10-3858, INCLUDING ANY AMENDMENTS THERETO (BUT IN THE CASE OF ANY

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SUCH AMENDMENT, ONLY TO THE EXTENT SUCH AMENDMENT PERMITS OR REQUIRES THE CORPORATION TO PROVIDE BROADER INDEMNIFICATION RIGHTS THAN PRIOR TO SUCH AMENDMENT), INDEMNIFY THE MEMBERS OF THE BOARD, OFFICERS, STAFF, OR OTHER REPRESENTATIVES OF THE CONGREGATION ACTING IN THEIR OFFICIAL CAPACITIES ON BEHALF OF THE CONGREGATION (COLLECTIVELY, AN "INDEMNIFIED PARTY") AGAINST ANY AND ALL LIABILITIES, AND ADVANCE ANY AND ALL REASONABLE EXPENSES, INCURRED THEREBY IN ANY PROCEEDING TO WHICH ANY INDEMNIFIED PARTY IS A PARTY BECAUSE OF THEIR SERVICE TO THE CONGREGATION. THE CONGREGATION SHALL INDEMNIFY ITS EMPLOYEES AND AUTHORIZED AGENTS, ACTING WITHIN THE SCOPE OF THEIR DUTIES AS SUCH, TO THE SAME EXTENT AS SUCH INDEMNIFIED PARTIES WHO SHALL THEREUPON CONSTITUTE AN INDEMNIFIED PARTY HEREUNDER. THE RIGHTS TO INDEMNIFICATION GRANTED HEREUNDER SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO INDEMNIFICATION AGAINST LIABILITIES OR THE ADVANCEMENT OF EXPENSES WHICH SUCH PERSON MAY BE ENTITLED UNDER ANY WRITTEN AGREEMENT, RESOLUTION, VOTE OF THE VOTING MEMBERS, THE ARIZONA REVISED STATUTES OR OTHERWISE.

XII.B EXCEPTIONS TO INDEMNIFICATION. THE CONGREGATION SHALL NOT INDEMNIFY AN INDEMNIFIED PARTY IN CONNECTION WITH CLAIMS OR LIABILITY ARISING FROM THE BREACH OR FAILURE OF SUCH INDEMNIFIED PARTY TO PERFORM DUTIES OWED TO THE CONGREGATION WITH RESPECT TO:

- i. A WILLFUL FAILURE TO DEAL FAIRLY WITH THE CONGREGATION OR MEMBERS IN CONNECTION WITH A MATTER IN WHICH THE PERSON HAS A MATERIAL CONFLICT OF INTEREST
- II. A VIOLATION OF CRIMINAL LAW, UNLESS SUCH PERSON HAD REASONABLE CAUSE TO BELIEVE ITS CONDUCT WAS LAWFUL OR NO REASONABLE CAUSE TO BELIEVE ITS CONDUCT WAS UNLAWFUL.
- iii. A TRANSACTION FROM WHICH SUCH PERSON DERIVED AN IMPROPER PERSONAL BENEFIT.
- iv. WILLFIL MISCONDUCT.

ARTICLE XIII – ENDOWMENT

XIII.A TRINITY LUTHERAN CHURCH OF LITCHFIELD PARK, ARIZONA, SHALL HAVE THE TRINITY LUTHERAN CHURCH AND SCHOOL ENDOWMENT, HERETO AFTER IN THE FOLLOWING REFER TO AS "THE ENDOWMENT" OR "ENDOWMENT."

XIII.B THE ENDOWMENT'S PURPOSE SHALL BE TO RECEIVE, TO MANAGE, AND TO DISTRIBUTE FUNDING FOR SCHOLARSHIPS, IMPROVEMENTS, AND SPECIAL MISSION MINISTRIES.

XIII.C THE SCHOLARSHIP DIMENSION SHALL FOCUS ON:

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- i. CONGREGATION MEMBERS ATTENDING SYNODICAL COLLEGES, SEMINARIES, AND UNIVERSITIES.
- ii. STAFF EMPLOYED BY THE CONGREGATION - CALLED, CONTRACTED, OR HIRED - FOR ENHANCEMENT, IMPROVEMENT, AND ENRICHMENT OF SKILLS ABOVE AND BEYOND THOSE CONSIDERED BASIC.

XIII.D THE IMPROVEMENT DIMENSION SHALL FOCUS ON:

- i. BULDING NEW PROPERTY.
- ii. REMODELING AND RENOVATING EXISTING PROPERTY.
- iii. OBTAINING NEW EQUIPMENT.
- iv. PURCHASING SUCH ITEMS NECESSARY FOR ENABLING OR IMPROVING A UNIQUE MINISTRY OF THE CHURCH.

XIII.E THE SPECIAL DIMENSION SHALL FOCUS ON:

- i. OTHER LUTHERAN CONGREGATIONS WHO ARE IN NEED.
- ii. OTHER UNIQUE MINISTRIES AS RECOMMENDED BY THE TRINITY LUTHERAN CHURCH AND SCHOOL BOARD OF DIRECTORS.
- iii. SPECIFIC CHRISTIAN PURPOSES DESIGNATED BY THE DONOR AND ACCEPTED BY THE ENDOWMENT COMMITTEE AS APPROPRIATE TO THE PURPOSE, ADMINISTRATION, AND USE OF THE ENDOWMENT.

XIII.F IT IS THE INTENTION OF THE TRINITY LUTHERAN CHURCH AND SCHOOL ENDOWMENT FUND TO DISTRIBUTE THE GREATER OF THE NET INCOME EARNED OR A PERCENTAGE OF THE FAIR MARKET VALUE OF THE ENDOWMENT FUND UNRESTRICTED AND RESTRICTED ASSETS AS VALUED ON JULY 1 OF EACH YEAR. HOWEVER, TO GROW THE FUND, FOR THE FIRST FIVE YEARS FROM ACTIVATION OR UNTIL THE FUND BALANCE IS \$1,000,000 OR GREATER, THE DISTRIBUTION WILL BE INCOME EARNED. THEREAFTER, THE DISTRIBUTION PERCENTAGE SHALL BE MINIMUM OF INCOME EARNED OR FIVE PERCENT OF FUND BALANCE. THE ENDOWMENT FUND COMMITTEE MAY DETERMINE ANNUALLY BY MAY 31 OF EACH YEAR TO INCREASE THE DISTRIBUTION PERCENTAGE AVAILABLE FOR PAYOUT. FACTORS THAT MAY INFLUENCE THEIR DECISION MAY BE PROGRAM EXPENDITURES OR THE PREVIOUS YEAR'S INVESTMENT RESULTS.

XIII.G PRINCIPAL AND INCOME FROM UNDESIGNATED GIFTS AND BEQUESTS TO THE ENDOWMENT MAY BE USED FOR THE USES, PROJECTS, AND PROGRAMS AS RECOMMENDED BY THE BOARD OF DIRECTORS AND APPROVED BY A SIMPLE MAJORITY OF THOSE PRESENT IN THE CONGREGATION ASSEMBLY; PROVIDED THAT THE USES, PROJECTS, AND PROGRAMS ARE CONSISTENT WITH THE SECTION A OF THIS ARTICLE. THE LIST OF APPROVED USES, PROJECTS, AND PROGRAMS SHALL BE DISTRIBUTED TO THE MEMBERS OF THE CONGREGATION.

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- XIII.H THE BOARD OF DIRECTORS SHALL MAKE, AT LEAST ANNUALLY, RECOMMENDATIONS TO THE CONGREGATION ASSEMBLY FOR DISTRIBUTION OF THE INCOME AND/OR PRINCIPAL OF THE ENDOWMENT FOR THE DESIGNATED USES, PROJECTS, AND PROGRAMS. NONE OF THE INCOME OR PRINCIPAL FROM UNDESIGNATED GIFTS SHALL BE USED FOR THE CONGREGATION'S OPERATING BUDGET. THE DISTRIBUTION OF THE INCOME AND/OR PRINCIPAL FROM UNDESIGNATED GIFTS FOR PURPOSES OTHER THAN THE OPERATING BUDGET SHALL BE DETERMINED BY A SIMPLE MAJORITY OF THOSE PRESENT IN THE CONGREGATION ASSEMBLY.
- XIII.I IN THE INITIAL YEARS OF A NEW CONGREGATIONAL PROGRAM OR PROJECT WHICH IS NORMALLY FUNDED BY THE OPERATING BUDGET, THE INCOME AND PRINCIPAL OF THE ENDOWMENT MAY BE USED ON A PROPORTIONALLY DECREASING BASIS SO THAT BY THE THIRD YEAR, IF NOT SOONER, THE NEW PROGRAM OR PROJECT IS FULLY SUPPORTED BY THE OPERATING BUDGET. SUCH USE OF THE INCOME AND/OR PRINCIPAL FROM UNDESIGNATED GIFTS NEEDS THE APPROVAL OF A SIMPLE MAJORITY OF THOSE PRESENT IN THE CONGREGATION ASSEMBLY.
- XIII.J GIFTS AND BEQUESTS MAY BE GIVEN BY A BENEFACTOR WITH TERMS AND/OR CONDITIONS, AT THEIR REQUEST OR DESIGNATION, AS TO THE USE OF THE GIFT AND/OR OF THE INCOME PROVIDING THAT SUCH DESIGNATED USE IS CONSISTENT WITH THE STATED PURPOSE OF THE ENDOWMENT. THE BOARD OF DIRECTORS SHALL SUBMIT AT THE NEXT MEETING OF THE CONGREGATION ASSEMBLY (OR REQUEST AN EMERGENCY MEETING), ITS RECOMMENDATION ON THE ACCEPTABILITY OF SUCH A GIFT OR BEQUEST. THE CONGREGATION ASSEMBLY RESERVES THE RIGHT TO RULE ON THE APPROPRIATENESS OF SUCH DESIGNATION. THE ACCEPTANCE OF SUCH A GIFT SHALL BE BY A SIMPLE MAJORITY OF THOSE PRESENT AT THE CONGREGATION ASSEMBLY.
- XIII.K THE ENDOWMENT COMMITTEE OPERATING UNDER THE BOARD OF DIRECTORS SHALL PROMOTE AND MANAGE THE ENDOWMENT. THE COMMITTEE'S MEMBERSHIP SHALL BE:
- i. THE VICE PRESIDENT OF THE CONGREGATION, WHO WOULD SERVE AS THE CHAIRMAN OF THE ENDOWMENT COMMITTEE.
 - II. THE TREASURER OF THE CONGREGATION, WHO WOULD SERVE AS THE TREASURER OF THE ENDOWMENT COMMITTEE.
 - iii. THE SECRETARY OF THE CONGREGATION, WHO WOULD SERVE AS THE SECRETARY OF THE ENDOWMENT COMMITTEE.
 - iv. THE SENIOR PASTOR OF THE CONGREGATION.
 - v. THREE OTHER MEMBERS OF THE CONGREGATION ELECTED BY THE CONGREGATION ASSEMBLY FOR THREE-YEAR TERMS. ONE MEMBER IS TO BE ELECTED EACH YEAR TO AFFECT TERM IS COMPLETED WILL BE FILLED AT THE NEXT CONGREGATION ASSEMBLY TO COMPLETE THE TERM OF THE VACATED MEMBER'S TERM.

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XIII.L THE BOARD MAY RECOMMEND THE TERMINATION OF THE ENDOWMENT AT ANY TIME. IF TERMINATION IS RECOMMENDED, THEN THIS MATTER WILL BE BROUGHT FORWARD TO THE CONGREGATION ASSEMBLY FOR THEIR DELIBERATION AND APPROVAL.

Article ~~IX~~XII - AMENDMENTS

These Bylaws may be amended at a properly convened meeting of the Congregational Assembly by a majority vote providing that the proposed amendments have been submitted to the members of the congregation as an agenda item for a properly called meeting. Amendments to the Bylaws shall be forwarded in a timely manner to the District Constitution and Bylaw Committee for acceptability.

The date of acceptance of the amendments by the District shall be the operative date of such amendments. Since the Bylaws must concur with those of the Synod, should the District require changes, those required changes shall be considered as a part of these Bylaws.

ARTICLE XIV – ADOPTION

Favorable action authorizing the Trinity Lutheran Church and School to establish this Constitution and Bylaws was taken by the Congregation Assembly of Trinity Lutheran Church and School on

_____.

BY:

President of the Board of Directors,
Trinity Lutheran Church and School

Printed Name

ATTEST:

Secretary of the Board of Directors,
Trinity Lutheran Church and School

Printed Name