

SAINT LUKE'S LUTHERAN CHURCH

Founded 1850

308 West 46th Street

New York, New York 10036

**CONSTITUTION
and
BYLAWS**

Adopted January 5, 1964
(replacing prior Constitution)

Amended: 3/8/70

Amended: 5/20/73

Amended: 7/9/78

Signed: _____

Date: _____

CONSTITUTION

Preamble

Whereas the Holy Scripture, 1 Corinthians, 14:40, admonishes us to do all things decently and in order, therefore, we, the undersigned, do hereby adopt this constitution and determine the discipline and the rules according to which the affairs of this congregation shall be conducted and its temporalities administered.

Article 1: Name

The name of this congregation shall be Saint Luke's Lutheran Church.

Article 2: Confession

This congregation holds all the canonical books of the Old and New Testaments to be the inspired Word of God and the sole rule of faith and life.

It accepts all the symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord of the year, 1580 viz., the Ecumenical Creeds (the Apostolic, the Nicene and the Athanasian), the Unaltered Augsburg Confession of 1530, the Apology of the Augsburg Confession, the Catechisms of Luther, the Smalcald Articles, and the Formula of Concord, as a correct and sound exposition of the Christian Doctrine taken from and

in full accord with the Holy Scriptures.

Accordingly, no Doctrine which conflicts with or sets aside the foregoing norm of Doctrine shall be taught or tolerated in this Congregation.

Article 3: Membership

A) Communicant Membership:

Only such persons shall be communicant members who have:

- 1) Been baptized in the name of the Triune God;
- 2) Signified their acceptance of the confessions of this church;
- 3) Been accepted into communicant membership in accordance with the bylaws of this congregation.

B) Voting Membership:

Only communicant members who have attained the age of 18 years shall be eligible for, and be received into, membership in accordance with the bylaws of this congregation.

Article 4: Power Vested in the Congregation

This congregation shall have the supreme power through its Voting Members in the control and custody of all its real and personal property, temporalities and revenues, and in the administration of its ecclesiastical affairs in accordance with the

Article 4: (Continuation)
Word of God and the Symbols of the Lutheran Church.

Article 5: Pastoral and Teaching Offices

The pastoral office of this congregation shall be conferred only upon such ministers or candidates for the Holy Ministry who have received proper and accepted professional training, who have been duly ordained or are eligible for such ordination, who are in good standing in the Lutheran Church and who profess unqualified acceptance of, and pledge faithful adherence to, the confessions of this congregation as set forth in Article II of this constitution.

The Teachers of the congregation shall likewise conform with this requirement.

Article 6: Church Council

The administrative body of the congregation shall be the Church Council, the number of which shall be determined by the number of Voting Members considered eligible in accordance with the bylaws of this congregation.

The Church Council shall consist of:

A Board of Trustees: The number of Trustees shall be

- (3) if the number of Voting Members is less than (36)
- (6) if the number of Voting Members is (36) to (70)
- (9) if the number of Voting Members is (71) or more

In each instance they shall be elected as such in accordance with the bylaws of this congregation.

A Board of Elders: The number of Elders shall be

- (3) if the number of Voting Members is less than (36)
- (6) if the number of Voting Members is (36) to (70)
- (9) if the number of Voting Members is (71) or more

In each instance they shall be elected as such in accordance with the bylaws of this congregation.

A Board of Deacons: The number of Deacons shall be

- (3) if the number of Voting Members is less than (36)
- (6) if the number of Voting Members is (36) to (70)
- (9) if the number of Voting Members is (71) or more

In each instance they shall be elected as such in accordance with the bylaws of this congregation.

Article 7: Meetings

The annual corporate meeting of the Voting members shall be held on the second Monday of December of each year or on such other date in December as the Church Council shall designate. Notice of such meeting shall be given in accordance with the bylaws.

Special meetings of the Voting Members may be called and notice thereof must be given pursuant to

the provisions of the bylaws.

Article 8: Amendments

Section 1: This constitution may be changed and amended by a two-thirds vote of the Voting Members who are in attendance at two consecutive meetings following the meeting in which such change or amendment is proposed. Written notice such embodying change or amendment shall be given with the notices of the meetings at which the proposed change or amendment is to be acted upon. In no case, however, shall any change or amendment abrogating or conflicting with the confessions of this congregation be adopted.

Section 2: Articles (2) and (5) are hereby made unalterable and irrevocable.

BYLAWS

Article 1: Communicant Membership

Section 1: Eligibility

- A) Any person desiring to be received as a communicant member of this congregation shall first give notice of this intention to the Pastor, who shall determine whether such applicant has been baptized in the name of the Triune God and whether such applicant is familiar with and acknowledges as his own the doctrinal confessions of the Evangelical Lutheran Church.
- B) If a candidate for communicant membership has been a communicant of another Evangelical Lutheran Church, he shall submit a letter of transfer from such other congregation.
- C) After the applicant has given satisfactory evidence of his eligibility in accordance with subdivision (a) and (b), his admission as a communicant member shall be recommended by the Pastor to the Church Council at its next regular meeting. At such meeting the Church Council, upon recommendation of the Pastor, shall act upon such application.

Section 2: Duties

It shall be the duty of the members of the congregation by faithful use of the Word and Sacraments to grow in faith and Christian life, to provide for the proper Christian training of their children by instruction at home and through the agencies of the Church, to contribute toward the maintenance of the congregation and the extension of the Kingdom of God at large according to their talents and special abilities as God has prospered

them.

Article 2: Voting Membership

Section 1: Eligibility:

Any communicant member of this congregation who (a) is at least 18 years of age, (b) for a period of at least a year has attended church services regularly and manifested a Christian life, and (c) is a regular contributor, is eligible for Voting Membership. The candidate for membership must have the approval and recommendation of the Pastor, Treasurer and Church Council. If the proposed member is approved by the Voting Members, he/she shall sign the constitution and bylaws of this congregation and such signing shall confer upon him/her the rights and prerogatives of Voting Membership.

Annually the President and the Secretary shall review the list of voting Members with respect to eligibility requirements and after consultation with the Pastor and Treasurer shall bring to the attention of the Church Council the names of such Voting Member(s) who (1) fails to attend Church Services regularly, (2) fails to manifest a Christian life, (3) is no longer a regular contributor, and (4) has not attended two consecutive Voters' meetings without prior absentee approval. The President with the approval of the Church Council shall contact the individual(s) to encourage a resumption of activity. If it appears that the person is no longer interested, the Secretary should be authorized by the Voting Members to remove the name of such person from the current list of Voting Members and record such removal in the minutes of the Voters meeting. Should such person desire at some future date to be reinstated, this privilege should be extended to him/her so long as he/she meets all the eligibility requirements as stated in these Bylaws.

Section 2: Duties:

It shall be the duty of Voting Members to assist in administering the spiritual and temporal affairs of the congregation with due diligence.

Article 3: Meetings of the Voting Members

Section 1: Notice of Meetings:

The Secretary shall give notice to all Voting Members of the time and place of each meeting. Special meetings maybe called by the President or the Church Council on its own motion. A special meeting must be called by the President on the written request of at least (10) qualified Voting Members. Notice of the time and place of a special meeting and of the business to be transacted shall be

given in writing or at a divine service of the church preceding such meeting.

Section 2: QUORUM:

A Quorum of any meeting of the Voting Members shall consist of a majority of such members, but at least (15) in number, and any action shall be decided by a majority of the Voting Members present at such meetings.

Section 3: Order of Business

- 1) Scripture reading or prayer.
- 2) Reading or minutes of previous meeting or meetings.
- 3) Reception of new members and signing of the constitution.
- 4) Report of the Pastor.
- 5) Report of the Church Council.
- 6) Report of the Treasurer.
- 7) Unfinished business.
- 8) New business.
- 9) Adjournment with prayer.

Article 4: Calling of a Pastor or Teacher:

The election and calling of a Pastor or Teacher shall take place in the following manner:

The Church Council shall propose one or more candidates for the Pastorate or office of Teacher to the Voting Members at their next annual meeting or at a meeting especially called for that purpose. At such meeting additional candidates may be proposed by the Voting Members. The Voting Members shall by ballot adopt a list of candidates and such list shall be publicly announced at two consecutive divine services. Thereafter the Voting Members meeting in regular or special session shall elect one of the proposed candidates by ballot and by simple majority. If a tie vote results, additional ballots shall be taken until a majority decision has been reached.

Article 5: Election of Elders, Deacons and Trustees

Section 1: All Elders, Trustees, Deacons and officers who are currently serving shall continue in office until such date as their term would have expired if these bylaws had not been adopted.

At each annual corporate meeting the Voting Members shall elect an equal number of Deacons and Trustees, namely: (1) Deacon and (1) Trustee if the number of Voting Members is less than (36) – (2) Deacons and (2) Trustees if the number of

Section 1: (Continuation)

Voting Members is (36) to (70) – and (3) Deacons and (3) Trustees if the number of Voting Members is (71) or more. Those elected shall hold office for a period of three years or until their successors are elected and qualify to serve. The Voting Members shall also elect an Elder on the basis that there should be (1) Elder for every (3) Trustees and (3) Deacons. Such elected Elder should hold office for a period of three years, or until a successor is elected and qualified to serve.

Section 2:

At the October meeting of the Church Council, the President shall appoint a nominating committee of at least three persons who shall be Voting Members. The names of the nominating committee shall be announced at the divine service succeeding their appointment.

Section 3:

The nominating committee shall nominate two members for each office to be filled (except Elder, for which only one member shall be nominated), and shall report such nomination to the Church Council at its November meeting. The list of candidates shall then be announced at the two divine services preceding the meeting of the Voting Members at which the election is to be held.

Section 4:

No person otherwise qualified shall be eligible for election to the Church Council unless he shall be nominated for such election (1) by the nominating committee appointed by the Church Council or (2) in writing by at least two Voting Members in good standing; and shall have consented in writing to such nomination and the written nomination with his/her consent shall have been delivered to and left with the Secretary of the Church Council or the chairman of the nominating committee, at least (20) days before the date of the meeting at which the election is to take place.

Section 5:

The election shall take place at the annual corporate meeting of the Voting Members, shall be by secret ballot, and shall be determined by plurality. If a tie vote results, additional ballots shall be taken until a majority decision has been reached. Three members appointed by the chairman shall act as tellers.

Section 6:

No Voting Member shall be eligible to be elected or appointed as an Elder, Deacon or Trustee unless he shall have been a Voting Member in good standing for at least one year. No Voting Member shall be elected as a Trustee unless he/she has previously served as a Trustee, or has served at least two years as a Deacon.

Section 7:

No Voting Member shall be eligible to serve as a Deacon for more than three consecutive years, except that if he has filled an unexpired term of another Deacon, he may serve as a Deacon for a consecutive period not exceeding four years and six months.

Article 6: Duties of the Elders, Deacons and Trustees

Preamble:

The Elders, Trustees and Deacons shall constitute the Church Council and shall function as a whole in the administration of this congregation, except in such areas where they might have separate duties as herein outlined or as prescribed by the laws of incorporation of the State of New York.

Section 1: The Elders:

The Elders shall assist the Pastor in the spiritual care of the congregation, especially in brotherly admonition and discipline, in the cultivation of harmony and charity among the members, and in the promotion of general welfare of the congregation and Christ's Kingdom at home and abroad.

Section 2: The Trustees:

The Trustees shall have the custody and control of all real and personal property, temporalities and revenues of the church and shall administer the same in accordance with the rules of the congregation, including the applicable resolutions, if any, of the Church Council or Voting Members, for the support and maintenance of the congregation and the religious, charitable, benevolent and educational activities conducted by the church.

The Trustees shall be solely responsible for, and shall have sole responsibility for, the investment portfolio of the congregation. All Staff salaries shall be determined by the Trustees with the approval of the Church Council.

Section 2 (Continuation)

The Trustees shall perform their separate legal functions and be responsible to the Church Council, whose advice they shall seek on all major decisions and to whom they shall make regular reports. At least annually the Trustees shall report to the Church Council an itemized description of all securities in the investment portfolio of the congregation.

In addition to the foregoing powers, the Trustees shall exercise the powers conferred upon them by the laws of the State of New York and by special authority of the congregation.

Section 3: The Deacons:

The Deacons together with the Pastor shall have charge of all matters pertaining to the public conduct of all services, including accounting for the money collected.

Article 7: The Church Council

Section 1: Authority:

The Church Council shall act on behalf of the Voting Members in taking any action for the proper administration of the congregation's affairs and for the advancement and benefit of its objects and work. The Church Council shall authorize or approve all expenditures for the maintenance of the church building and fixtures and the spiritual program of the congregation which exceed \$100, provided that any such single expenditure or any sale of church property (other than securities) which exceeds \$5,000 shall require the approval of Voting Members.

Section 2: Meetings:

A) Regular Meetings:

The regular meetings of the Church Council shall be the third Monday of each month, except July and August, unless the Church Council elects to hold its monthly meeting at a different time.

B) Special Meetings:

Special meetings may be called by the President or at the request of any five Council members. Five days notice thereof to the other members of the Church Council shall be given.

C) Quorum:

A majority of the number of members of the Church Council shall constitute a quorum.

D) Order of Business:

- 1) Scripture reading or prayer.
- 2) Reading of minutes.
- 3) Report of Pastor.
- 4) Report of Treasurer.
- 5) Report of committees.
- 6) Unfinished business.
- 7) New business.
- 8) Adjournment with prayer.

Section 3: Vacancies:

The Trustees with the approval of the Church Council shall have the power to fill a vacancy in the Church Council until the next annual meeting of the Voting Members at which time a successor for the unexpired term shall be elected by the Voting Members.

In the event a vacancy should exist in the Board of Trustees at a time when it is constituted at its minimum, the remaining Trustees shall at a special meeting have the power to fill such vacancy in accordance with Article 5, Section 6, of the bylaws and such person shall serve until the next annual meeting of the Voting Members at which time a successor for the unexpired term shall be elected by the Voting Members.

Article 8: Officers

The Trustees at their January meeting shall from their membership elect a President, Secretary and Treasurer who shall serve as the officers of the Congregation, of the Church Council and of the Board of Trustees for a period of one year or until their successors are elected and qualify to serve. Depending upon the number of persons in office as Trustees as stated in Article 6 of the constitution, the Trustees may also elect a Vice-President, Assistant Treasurer and/or an Assistant Secretary. They too shall then serve as the officers of the Congregation, of the Church Council and the Board of Trustees for a period of one year. The election of offices shall be determined by simple majority.

President:

The President shall be the executive officer of the Congregation. He/she shall preside at all meetings of the Voting Members, the Church Council and the Board of Trustees. He/she shall enforce the constitution and bylaws and otherwise perform the duties as pertain to the office.

Vice-President:

The Vice-President, if one is elected, shall assist the President. In the absence of the President or in the event of his/her inability to function, the Vice-President shall act for and in the stead of the President.

Secretary:

The Secretary shall faithfully keep and sign the minutes of all meetings of the Voting Members and of the Church Council and enter them in a permanent record. He/she shall also conduct all authorized correspondence and issue all official notifications, including notices of meetings. He/she shall have custody of the seal, books, the official copy of the constitution and bylaws, and other documents and papers of the congregation entrusted to him/her. He/she shall be present at all elections to establish the eligibility of the Voting Members and certify the results of the elections. In general he/she shall discharge all other duties pertaining to his/her office or delegated to him/her.

Assistant Secretary:

The Assistant Secretary, if one is elected, shall assist the Secretary in the performance of his/her duties and shall act for and in the stead of the Secretary in his/her absence.

Treasurer:

The Treasurer shall receive all moneys of the congregation, keep a correct and true account of all transactions, have custody of all funds and pay all bills and indebtedness of the congregation when properly authorized. All funds are to be deposited in the name of the congregation in a bank or banks duly designated by the Trustees. Such funds shall be subject to withdrawal for congregational and authorized purposes by check signed by the officer or officers designated by the Board of Trustees.

The Treasurer shall render a report of all receipts and disbursements in all regular meetings of the Voting Members and of the Church Council. He/she shall also make available to all communicant members a detailed report covering the financial operations of the church during each fiscal year.

Assistant Treasurer:

The Assistant Treasurer, if one is elected, shall assist the Treasurer in the performance of his/her duties and shall act for and in the stead of the

Treasurer in his/her absence.

Books of the Officers:

The books of the Secretary and the Treasurer shall be and remain the property of the congregation. The books of the Treasurer shall be audited at least once a year by the Auditing Committee or by an independent accounting firm selected by the President with the approval of the Church Council.

Article 9: Standing Committee

The following standing committee shall be appointed by the President.

Finance Committee
Auditing Committee
House Committee
Music Committee
Eligibility of Voting Members Committee (which shall include the Pastor and Treasurer)
Evangelism Committee
Ushering Committee

The President may from time to time appoint such additional committees as he/she believes desirable.

Article 10: Sunday School

The Church Council shall appoint a Superintendent and Treasurer of the Sunday School.

Article 11: Discipline

All discipline of this congregation shall be in accordance with the Scriptural order of discipline as laid down in Matthew 18:15-20.

Article 12: Amendments

The bylaws may be adopted or amended by a two-thirds vote of the qualified Voting Members who are present at any meeting, after written notice embodying such bylaws or amendments has been openly given at a previous meeting or in the notices of the meeting at which the proposed bylaws or amendments are to be acted upon.