



Promise Lutheran Church

PROMISE LUTHERAN CHURCH CONSTITUTION

PREAMBLE

In response to the love of God the Father in Christ Jesus and empowered by God's Word and the Holy Spirit, and believing that all things be done decently and in order, therefore, we, a number of Christians living in or near northeast Ft. Wayne, Indiana, have come together as a church and adopted the following Constitution and Bylaws to accomplish the mission of Promise Lutheran Church (Psalm 119:105; Matthew 28:18-20; Galatians 1:6-8; II Timothy 4:1-5; I Corinthians 14:40; Exodus 18:13-26; Acts 6:2-4).

ARTICLE 1 – NAME

The name of this congregation shall be Promise Lutheran Church, Inc., also known as Promise Ministries, located in Fort Wayne, County of Allen, Indiana.

ARTICLE 2 – MISSION

As a religious organization, established and maintained not for profit, the mission of Promise Lutheran Church is to deliberately disciple people into fully devoted followers of Christ.

ARTICLE 3 – CONFESSIONAL STANDARD

The congregation accepts the Canonical Scriptures of the Old and New Testament as the written and inspired Word of God. Canonical Scripture is recognized as the only infallible authority, source, rule, and guide in all matters of faith and of practice.

- 3.1. The congregation accepts all of the Symbolical Books of the Evangelical Lutheran Church, to wit:
 - 3.1.1. The three Ecumenical Creeds:
 - 3.1.1.1. The Apostles' Creed.
 - 3.1.1.2. The Nicene Creed.
 - 3.1.1.3. The Athanasian Creed.
 - 3.1.2. The Unaltered Augsburg Confession.

- 3.1.3. The Apology of the Augsburg Confession.
- 3.1.4. The Smalcald Articles.
- 3.1.5. The Large Catechism of Luther.
- 3.1.6. The Small Catechism of Luther.
- 3.1.7. The Formula of Concord as a true statement and exposition of the Word of God.
- 3.2. No doctrine or practice in conflict or inconsistent with this, our doctrinal and confessional position, shall be taught or tolerated in our congregation.

ARTICLE 4 – MEMBERSHIP

The designation of the classes of members, the qualifications, rights, and method of acceptance in each class, the manner in which members may be terminated from membership, and the limitations of voting rights for any class of members shall be set forth in the Bylaws of Promise Lutheran Church.

ARTICLE 5 – PASTORAL OFFICE

The pastoral office of this congregation shall be conferred upon those who are ordained members of The Lutheran Church – Missouri Synod, 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. Pastors shall, in the call extended to and accepted by them, be pledged to the Confessional Standard as set forth in Article 3 of this Constitution.

ARTICLE 6 – AUTHORITY

The voters in assembly shall be the governing body of this congregation and shall be empowered to administer and manage all its affairs.

- 6.1. The establishment and conduct of all organizations and societies within the congregation or related directly to the congregation shall be subject to the overall authority and general oversight of the voters in assembly.
- 6.2. All matters before the voters assembly shall be decided by a 2/3 majority vote unless otherwise specified by this Constitution or Bylaws. Matters of doctrine and conscience shall be decided only on the basis of the Word of God.

ARTICLE 7 – BOARD OF DIRECTORS

The affairs of Promise Lutheran Church shall be governed and managed by a Board of Directors. The Bylaws of Promise Lutheran Church shall fix the number, qualifications, and officers of the Directors. Directors shall be elected or appointed in a manner and for the term provided in such Bylaws.

ARTICLE 8 – SYNODICAL MEMBERSHIP

This congregation shall hold membership in The Lutheran Church – Missouri Synod, also known as the LCMS.

ARTICLE 9 – DIVISION

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

- 9.1. The property of the congregation and all benefits connected therewith shall remain with those members who continue to adhere in confession and practice to the Confessional Standard as set forth in Article 3 of this Constitution.
- 9.2. 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 one of the following:
 - 9.2.1. The Lutheran Church – Missouri Synod, LCMS – Indiana District, or any of its recognized service organizations.
 - 9.2.2. Any IRS tax exempt charitable organization within allowable local, state and federal provisions.
- 9.3. Notification of this final voters assembly shall be made in writing to all remaining members of the congregation a minimum of two weeks prior to the meeting.

ARTICLE 10 – AMENDING THE CONSTITUTION

This Constitution may be amended at any properly called regular or special meeting of Promise Lutheran Church voters by a 2/3 majority of the congregational voters present, provided said changes have been reviewed and discussed by the Board of Directors and pre-approved by the LCMS – Indiana District.

- 10.1. Any voting member of Promise Lutheran Church may propose an amendment to the Constitution by submitting the proposal in writing to the Board of Directors two

weeks prior to the next scheduled Board of Directors meeting. The Board of Directors will review the proposal.

- 10.1.1. If consensus with the proposal is reached, the Board of Directors will submit the proposal to the LCMS – Indiana District for required District pre-approval. Upon obtaining written pre-approval, the Board of Directors will make public the proposed amendment to the congregation by public posting and/or by mail to all voting members two weeks prior to the congregational voters meeting at which the congregation voters will take action on the proposal.
- 10.1.2. If the Board of Directors does not agree with the proposal, the Board of Directors will discuss the proposal with the member. If no consensus is reached, the Board of Directors will submit the proposal to the LCMS – Indiana District for required District pre-approval. Upon obtaining written pre-approval, the Board of Directors will make public the proposed amendment to the congregation by public posting and/or by mail to all voting members two weeks prior to the congregational voters meeting at which the congregation voters will take action on the proposal.

10.2. Amendment Restrictions

- 10.2.1. No amendment to this Constitution shall be adopted without first submitting it in writing to the LCMS – Indiana District for written pre-approval.
- 10.2.2. Amendments to Articles 2 and 3 of this Constitution shall not destroy their essential meaning.



Promise Lutheran Church

PROMISE LUTHERAN CHURCH BYLAWS

CHAPTER 1 – GOVERNING AUTHORITY

1.1. AUTHORITY – All authority is vested with the assembled congregation voters.

1.1.1. Congregation voters, in assembly, have the sole responsibility for:

1.1.1.1. Amending Promise Lutheran Church's Constitution and Bylaws.

1.1.1.2. Electing a pastor, by written ballot, in a special meeting of the congregation called by the chairperson of the Board of Directors. The candidate receiving a 2/3 majority of all votes cast shall, if possible, be made unanimous by a rising vote, and the call shall be sent to the pastor-elect.

1.1.1.2.1. The Board of Directors is authorized to extend calls to ordained members of The Lutheran Church – Missouri Synod, 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. Pastors shall, in the call extended to and accepted by them, be pledged to the Confessional Standard as set forth in Article 3 of the Constitution.

1.1.1.3. Determining termination of called ordained workers.

1.1.1.3.1. Called ordained or commissioned ministers may be removed from office in Christian and lawful order by the voters assembly for one of the following reasons:

- 1.1.1.3.1.1. persistent adherence to false doctrine.
- 1.1.1.3.1.2. scandalous life.
- 1.1.1.3.1.3. willful neglect of the duties of office.
- 1.1.1.3.1.4. inability to perform the duties of office.
- 1.1.1.3.1.5. domineering in office.

1.1.1.3.2. A 2/3 majority of all votes cast is required for termination.

1.1.1.4. Electing of members to the Board of Directors.

1.1.1.5. Approving the expenditure limits of the Annual Financial Plan.

1.1.1.5.1. Any change of more than 10% must have congregation voter approval.

1.1.1.6. Borrowing of funds over 10% of the Annual Financial Plan.

1.1.1.7. Erecting or renovating of facilities requiring the borrowing of funds.

- 1.1.1.8. Purchasing, selling, transferring, or encumbering of Real Property in excess of 10% of the Annual Financial Plan.

1.2. MEETINGS – Congregational voter assemblies will be called as often as is necessary to perform the work of the church. Notice of any congregational voters meeting is required at least two weeks before the meeting.

- 1.2.1 An Annual Meeting of the congregation voters shall be held for the purpose of, but not limited to:
 - 1.2.1.1. Approving the Annual Financial Plan for the following Fiscal Year.
 - 1.2.1.2. Electing of new members to the Board of Directors.
 - 1.2.1.3. Other business matters requiring action.
- 1.2.2. The senior pastor or the Board of Directors shall be empowered to call a special meeting of the congregational voters at any time.
- 1.2.3. The voting members present at a properly called congregation voters assembly shall constitute a quorum. Decisions shall be made by a simple majority vote of those present unless the Constitution or Bylaws specify otherwise.
- 1.2.4. Should it become necessary, Robert's Rules of Order will prevail at meetings.

CHAPTER 2 – MEMBERSHIP

2.1. 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.

- 2.1.1. Baptized members are received through the Sacrament of Holy Baptism.
- 2.1.2. Baptized members who have satisfactorily completed communion instruction may partake of the Sacrament of the Altar.

2.2. VOTING MEMBERS – Are those baptized members who have attained the age of eighteen (18) years, who have satisfactorily completed a course of instruction, and have signed the Constitution.

2.3. TERMINATION OF MEMBERS – Membership shall be terminated by:

- 2.3.1. Transferring to a sister LCMS congregation.
- 2.3.2. Joining a congregation outside The Lutheran Church – Missouri Synod.
- 2.3.3. Failing to provide accurate contact information, address, etc.

2.3.4. Self-exclusion.

2.3.5. Death.

2.3.6. Failed Reconciliation

2.3.6.1. Members who conduct themselves in an un-Christian manner shall be admonished by the senior pastor according to Matthew 18:15-20 with prayerful intent and hope for reconciliation. Members who remain impenitent after proper admonition shall be brought to the attention of the Board of Directors.

2.3.6.2. In each case, further action shall be decided or ruled upon by the senior pastor and the Board of Directors.

2.3.6.3. If such member(s) deliberately absent themselves from the meeting(s) at which their case is to be discussed, they shall be regarded as having self-excluded themselves from the membership of the congregation and regarded as having forfeited all rights of membership.

2.3.6.4. If such member(s) remains impenitent after proper admonition, the Board of Directors and senior pastor may rule to present the member(s) to the congregational voters in assembly for a decision as to excommunication. A vote of 2/3 majority of the voting members present is required to excommunicate a member.

2.3.7. A person whose membership has been terminated has forfeited all rights of membership, until officially reinstated into membership.

CHAPTER 3 – ELDERS

3.1. ELDERS – In cooperation with and under the guidance of the senior pastor will:

3.1.1. Assure compliance with the Confessional Standard as set forth in Article 3 of the Constitution.

3.1.2. Assist the senior pastor in the performance of duties and responsibilities of the pastoral office.

3.1.3. Assist the senior pastor in care-giving to the family of Promise Lutheran Church.

3.2. The process of selection, terms, training, meetings, and installation shall be described in the Board of Directors Governance Policy Manual.

CHAPTER 4 – BOARD OF DIRECTORS

4.1. MEMBERSHIP

- 4.1.1. The Board of Directors shall consist of nine (9) voting members.
- 4.1.2. Selection of the board members should provide for best possible skill sets that meet the needs of the Board of Directors.
 - 4.1.2.1. Board members should meet the leadership first filters of Character (as summarized in I Timothy 3:8-12), Competency, Capacity, and Calling.
 - 4.1.2.2. Immediate family members (parents, spouse, siblings, and children) of Promise Lutheran Church leadership staff are not eligible for board membership.
 - 4.1.2.3. No two board members are to be from the same immediate family (immediate family is defined as siblings, parent and child, or spouse).
 - 4.1.2.4. Members of the board shall have been voting members for a minimum of twelve (12) months prior to serving on the board.
- 4.1.3. The Board of Directors Governance Committee, along with two elders, serves as the Nominating Committee for the election of board members.
 - 4.1.3.1. A general request for nominations will be made to the congregation at least two months in advance of the Annual Meeting.
 - 4.1.3.2. Nominations from the floor for board members will not be allowed at the Annual Meeting.
- 4.1.4. Election of board members will be held at the Annual Meeting.

4.2. TERM OF OFFICE

- 4.2.1. Board members serve three-year terms.
 - 4.2.1.1. A board member may serve four consecutive terms.
 - 4.2.1.2. A board member may be re-elected after a one-year absence.
 - 4.2.1.3. A board member may be granted a term extension of one (1) additional year by unanimous vote of the remaining board members.
- 4.2.2. The Board of Directors shall appoint a replacement, when a mid-term vacancy occurs, to complete the term of the vacated board position.
 - 4.2.2.1. A board member appointed to fill a vacancy, upon completing the appointed term, will be eligible for election to four additional three-year terms.

4.3. OFFICERS

- 4.3.1. After the election of board members, the Board of Directors shall organize and elect from its midst the following officers: chairperson, vice-chairperson, secretary, and treasurer.

4.3.2. Board officer responsibilities will be determined by the Board of Directors and detailed in the Board of Directors Governance Policy Manual.

4.3.2.1. The chairperson and secretary have the specific responsibility to sign and acknowledge all deeds and instruments for the transfer, conveyance, and assignment of the property belonging to Promise Lutheran Church, and all instruments, contracts, and papers necessary and convenient in the transaction of the business and affairs of Promise Lutheran Church.

4.3.2.2. The board chairperson, vice-chairperson, secretary, and treasurer shall serve as an Executive Committee of the Board of Directors at the direction of the board.

4.4. POWERS AND RESPONSIBILITIES:

4.4.1. The Board of Directors shall be empowered to:

4.4.1.1. Establish the general policies that govern the operation of Promise Lutheran Church.

4.4.1.2. Ensure the development of a Strategic Plan for Ministry and accompanying Strategic Financial Plan.

4.4.1.2.1. Establish goals focused on accomplishing the Strategic Plan for Ministry that are realistic, achievable, measurable, designed, and funded to make a distinctive impact relative to available resources.

4.4.1.2.2. Regularly review Promise Lutheran Church's progress in fulfilling the Strategic Plan for Ministry and revise as necessary.

4.4.1.3. Provide for the leadership and management of Promise Lutheran Church in guiding the calling of a pastor.

4.4.1.4. Serve as custodians of all tangible assets (Real and Personal Property).

4.4.1.5. The Board of Director's fiscal responsibility shall be discharged by:

4.4.1.5.1. Establishing policies limiting the senior pastor's financial authority, Annual Financial Plan development, and control of assets.

4.4.1.5.2. Monitoring fiscal soundness of Promise Lutheran Church.

4.4.1.6. Manage the legal, financial, and operational affairs of Promise Lutheran Church.

4.4.1.7. Ensure the Constitution and Bylaws of Promise Lutheran Church are current and are being followed.

4.5. MEETINGS

4.5.1. Meetings of the Board of Directors shall be held on a regular basis. The place, day, and hour of such meetings shall be established by the board and communicated as appropriate.

- 4.5.2. The members present at any regularly scheduled board meeting shall constitute a quorum. Special meetings or consent without formal meeting requires a majority vote of the board members for a quorum.
- 4.5.3. Any voting member may petition the Board of Directors regarding any action.
 - 4.5.3.1. The voting member must submit their question(s) in writing to the chairperson of the Board of Directors within 60 days of the board's action in question.
 - 4.5.3.2. That member will be invited to share their concern at the next regularly scheduled or specially called meeting of the Board of Directors. The purpose of which is an appropriate understanding of the action taken.
 - 4.5.3.3. If the situation remains unresolved, the board chairperson will place the item on the agenda of the next meeting of the congregation voters.

CHAPTER 5 – ORDAINED MINISTERS

- 5.1. A pastor is called by a vote of the congregation voters at a specially called meeting for that purpose and shall be subject to the authority of the Board of Directors.
 - 5.1.1. The senior pastor is required to attend all Board of Directors meetings as an ex-officio member unless excused by action of the Board of Directors chairperson.
 - 5.1.2. The senior pastor is an ex-officio member of all committees and task forces of the Board of Directors and shall attend those meetings as requested or desired.

CHAPTER 6 – AMENDING THE BYLAWS

These Bylaws may be amended at any properly called regular or special meeting of Promise Lutheran Church voters by a 2/3 majority of the congregational voters present, provided said changes have been reviewed and discussed by the Board of Directors and pre-approved by the LCMS - Indiana District.

- 6.1. Any voting member of Promise Lutheran Church may propose an amendment to the Bylaws by submitting the proposal in writing to the Board of Directors two weeks prior to the next scheduled Board of Directors meeting. The Board of Directors will review the proposal.
 - 6.1.1. If consensus with the proposal is reached, the Board of Directors will submit the proposal to the LCMS – Indiana District for required District pre-approval. Upon obtaining written pre-approval, the Board of Directors will make public

the proposed amendment to the congregation by public posting and/or by mail to all voting members two weeks prior to the congregational voters meeting at which the congregation voters will take action on the proposal.

- 6.1.2. If the Board of Directors does not agree with the proposal, the Board of Directors will discuss the proposal with the member. If no consensus is reached, the Board of Directors will submit the proposal to the LCMS – Indiana District for required District pre-approval. Upon obtaining written pre-approval, the Board of Directors will make public the proposed amendment to the congregation by public posting and/or by mail to all voting members two weeks prior to the congregational voters meeting at which the congregation voters will take action on the proposal.
- 6.2. No amendment to these Bylaws shall be adopted without first submitting it in writing to the LCMS – Indiana District for written pre-approval.