

ADOPTED: 10/16/66

REVISED: 3/10/68, 10/27/68, 9/20/70, 9/15/74, 10/13/74, 11/16/75, 11/15/81, 12/4/90, 12/7/93,
11/07/06, 12/05/06, 6/23/09, 6/10/15

GLORIA DEI LUTHERAN CHURCH OF HOUSTON, TEXAS

CONSTITUTION

PREAMBLE

Whereas the Word of God demands that a Christian congregation not only conform to the Word of God in doctrine and practice (Psalm 119:105; Galatians 1:6-8), but also that all things be done decently and in order (I Corinthians 14:40); therefore, we the members of Gloria Dei Lutheran Church of Houston, Texas, set forth this constitution and bylaws. Said document shall govern all our congregational affairs.

ARTICLE I: NAME

The name of the congregation shall be Gloria Dei Lutheran Church of Houston, Texas.

ARTICLE II: STATEMENT OF MISSION

Gloria Dei Lutheran Church exists to help people live life with Jesus every day.

ARTICLE III: CONFESSIONAL STANDARD

This congregation accepts all the Canonical Books of the Old and New Testaments as the revealed Word of God, verbally inspired; and it accepts all the Symbolical Books of the Lutheran Church, contained in the Book of Concord of 1580 A.D., as a true exposition of the Word of God. The Symbolical Books 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 and the Formula of Concord. All preaching and teaching must be in accord with the above, and all doctrinal controversies which may occur shall be decided in accordance with the same.

ARTICLE IV: SYNODICAL AFFILIATION

This congregation with its pastor(s) and called worker(s) shall be a member of the Lutheran Church-Missouri Synod so long as said Synod shall remain true to the confessional standard as set forth in Article III of this Constitution.

ARTICLE V: MEMBERSHIP

The membership of this congregation includes baptized, confirmed and voting members as defined in the Bylaws of this Constitution.

ARTICLE VI: POWERS OF THE CONGREGATION

The congregation as a body, through its Voters' Assembly, shall have power to administer and manage all of the congregation's external and internal affairs. The congregation, however, shall not be empowered to decide anything contrary to the Word of God and the confessions of the Lutheran Church (see Article III), and any such contrary decision shall be null and void. Matters of doctrine and conscience shall be decided in accordance with the Word of God. Other matters shall be decided by a simple majority vote of the voting members in attendance at a Voters' Assembly meeting unless otherwise specified by the Constitution or Bylaws. The right to call a Pastor or other rostered worker is vested in the congregation through the Voters' Assembly, never any

individual or part thereof. The Voting Membership may delegate to the Board of Directors the operational functions to carry out the mission of this congregation.

ARTICLE VII: THE OFFICES OF PASTOR AND ROSTERED WORKERS

The pastoral office of this congregation as well as that of a rostered worker shall be conferred upon only such ministers, teachers and candidates as profess and adhere to the confessional standards set forth in Article III of this Constitution and who are well qualified for their work. Pastors and rostered workers shall, in the call extended to and accepted by them, be pledged to this confessional standard.

ARTICLE VIII: OFFICERS

The Officers of this congregation shall be those prescribed in the Bylaws of this Constitution.

ARTICLE IX: PROPERTY RIGHTS

All property of this congregation shall be held in the corporate name as stated in Article I. 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 of the dissolution of this congregation, all property of the congregation shall be disposed of by the final Voters' Assembly for the payment of debts, and any and all surplus, after due settlement of just claims against this congregation, shall be conveyed to and become the property of the Texas District of the Lutheran Church-Missouri Synod or another 501(c) (3) organization at its final Voters' Assembly.

ARTICLE X: BYLAWS

This congregation, through its Voters' Assembly, shall have the power to make, alter or rescind any Bylaws that are required to accomplish the purposes of this congregation.

ARTICLE XI: AMENDMENTS

Amendments to this Constitution may be proposed in writing in any Voters' Assembly meeting by any voting member. If the majority of the voting members present shall vote in favor of the proposal, a copy of such proposed amendment shall be distributed to all voting members at least two (2) weeks preceding the next meeting. Thereupon the final vote shall be taken in that meeting, or at a duly publicized continuation of that meeting, and a two-thirds (2/3) majority of the voting members there present shall be required for adoption. Upon adoption, such amendment shall be submitted to the District Committee on Constitutions for approval in accordance with the Synod's Bylaws.

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GLORIA DEI LUTHERAN CHURCH OF HOUSTON, TEXAS

BYLAWS

ARTICLE I: MEMBERSHIP

Membership within Gloria Dei Lutheran Church is a public affirmation of our faith and life in Christ and in accordance with the confession and practice of the Lutheran Church Missouri Synod. Therefore, as a member of this congregation, there is an expectation and anticipation of the Holy Spirit working in our lives to grow our faith, as we walk together in Christian love, seek to care for one another, and share the message of God's grace into our community and beyond. Under the Lordship of Christ and by His grace and direction, it is our intention that our pastors, staff, leadership, ministries, and fellow members will provide opportunities for spiritual growth and transformation.

The membership of this congregation includes baptized, confirmed and voting members. The admission of new members and termination of membership shall be set forth in policies established by the Board of Directors in accordance with the spirit of these bylaws. The types of membership are as follows:

- A. Baptized 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.
- B. Confirmed Members – Confirmed members are all baptized persons within the congregation who have been received into membership through the Rite of Confirmation, Adult Confirmation, official transfer from another LCMS congregation, or profession of faith.
- C. Voting Members - Voting members are all confirmed members in accordance with this Bylaw who have attained the age of 18 years. The Voting Membership shall be defined as those qualified voters present at a regular or specially called Voters' Assembly.

It shall be the sole right of the Voting Membership through an assembly to call or remove a Pastor or other rostered worker, to elect members of the Board of Directors, to approve the annual financial operating plan, to approve major expenditures or property changes as defined in the Board of Directors Governance Policy manual, and/or to dissolve the congregation.

ARTICLE II: VOTERS' ASSEMBLY

- A. Meetings – The Voters' Assembly shall meet at least annually. The day and hour of the annual meeting shall be set by the Board of Directors and publicized at least two weeks in advance. The notification shall contain an agenda of items to be considered as well as the slate of nominees for any election. The Voters' Assembly may meet at other times of the year subject to a call by the Board of Directors, or at the request of any twelve (12) voting members. Notice of any such special meeting shall be publicized as far in advance as possible but no less than one week in advance. The notice shall contain an agenda of items to be considered. The Board of Directors Chairperson, Vice-

Chairperson, or their designated Board member shall preside at all Voters' Assembly meetings.

- B. Quorum – A quorum of fifty (50) of the voting membership must be present to conduct the business of the Voters' Assembly.
- C. Majority - Unless defined elsewhere in the Gloria Dei Constitution or Bylaws, a simple majority is required in order to adopt any measure at a Voters' Assembly, including the call of a rostered worker.

ARTICLE III: BOARD OF DIRECTORS

- A. Nominating Committee – The Vice-Chairperson of the Board shall annually appoint a Nominating Committee whose responsibility will be to develop a slate of Board members to be elected each year to fill the vacancies created by expired terms of Board members. The committee shall contain a majority of non-Board members, shall function for one year only, and shall report their nominations to the Voters' Assembly annual meeting. The Senior Pastor shall be a non-voting, ex officio member of the Nominating Committee. All nominees shall be voting members.
- B. Elections and Terms of Office – The Voters' Assembly shall elect an eleven (11) member Board of Directors. The Senior Pastor shall be a nonvoting, ex officio member of the Board. The term of office shall be three (3) years. Board members shall serve no more than two full successive terms, but in any case for a total of no more than seven (7) consecutive years. Every term of office shall begin on the first day of the church's fiscal year following the election.
In the event of a vacancy on the Board of Directors, the Nominating Committee shall provide the Chairperson with a list of candidates. Candidates must be voting members of Gloria Dei. Appointments to fill unexpired terms will be made from such a list and must be ratified by a majority vote of the Board. Appointments are only valid until the end of the current fiscal year after which the position must be filled by a Voters' Assembly-elected candidate.
- C. Election of Board Officers - The Board of Directors will select the officers in an orderly and open manner through an annual election process that occurs in conjunction with the church fiscal year. The officers are Chairperson, Vice-Chairperson, Secretary and Treasurer.
- D. Meetings – The Board of Directors shall meet at least quarterly and may be called more frequently at the request of the Chairperson or any three (3) Board members. Seven (7) members of the Board of Directors shall constitute a quorum for any meeting. Minutes of each meeting shall be recorded and retained, fully disclosing all actions taken, and shall be made available to voting members.

ARTICLE IV: POWERS OF THE BOARD OF DIRECTORS

- A. **OFFICERS:** The officers of the congregation will obtain their power and authority for action at the express designation of the full Board. The Chairperson and Secretary shall sign all legal documents set forth in the governing policies or as required by law.

- B. **POLICY GOVERNANCE:** The Board of Directors shall be a policy based governance board. Its primary responsibility is to shepherd the Vision and Mission of this congregation, from which all activity flows, through policies directing the Senior Pastor, committees and/or task forces to accomplish its goals. The Board of Directors in its regular meetings concerns itself with the ends, not the means, the policies necessary to accomplish the ends, and any Senior Pastor limitations. The publicly available Board of Directors Governance Policy manual will be prepared and maintained by the Board which defines fiscal policy and operations, committee chartering, and other Board responsibilities.
- C. **POWERS:** The Board shall have no authority beyond that which has been conferred upon them by the Constitution, its Bylaws or by the Voters' Assembly. Powers delegated to the Board may at any time be altered or revoked by the Voters' Assembly.
- D. **SENIOR PASTOR CALL PROCESS:** When the Office of Senior Pastor becomes vacant or will soon be vacant, the Board of Directors shall charter a Call Committee to provide a candidate(s) for the Pastoral Office to the Voters' Assembly for approval of a call. The Call Committee shall seek the assistance of the Texas District of the Lutheran Church Missouri Synod to facilitate its purpose. Criterion for the Office are delineated in the Position Description of the Senior Pastor, as maintained by the Board of Directors.
- E. **ROSTERED WORKER REMOVAL PROCESS:** Any pastor or other rostered worker who fails to perform the duties of their office or is unable or is willfully neglectful in the performance of their official duties, may be removed from office in Christian and lawful order by the Voters' Assembly. Such action shall preferably be initiated through the Board of Directors. The Board of Directors shall seek the assistance of the Texas District of the Lutheran Church Missouri Synod to facilitate this purpose. Prior to initiating action leading to removal from office, the individual involved must receive personal notification of such impending action. Steps for removal of Board of Directors members or officers is documented in the Board of Directors Governance Policy manual.
- F. **DUTIES OF THE BOARD**
1. The Board shall determine and assure the strategic direction of the church and its mission.
 2. The Board shall hold the Senior Pastor accountable for goals and objectives established by the Board and Senior Pastor as documented in the Board of Directors Governance Policy manual.
 3. The Board shall conduct business within the limitations of the annual financial operating plan approved by the Voters' Assembly and the limitations specified in the Board of Directors Governance Policy manual.
 4. The Board shall recommend an annual financial operating plan for approval at an annual Voters' Assembly.
 5. As elected representatives of the congregation, the Board of Directors shall act as a sounding board for the Senior Pastor.

ARTICLE V: AMENDMENTS

Amendments to these Bylaws may be made in the following manner:

A copy of the proposed amendment shall be distributed to all voting members at least two (2) weeks prior to a Voters' Assembly. At this meeting the vote shall be taken on the amendment and two-thirds (2/3) of the voting members present shall secure adoption. Upon adoption, such amendments shall be submitted to the District Committee on Constitutions for approval, in accordance with the Synod's Bylaws.