

CONSTITUTION AND BY-LAWS TRINITY EVANGELICAL LUTHERAN CHURCH PORTLAND, OREGON

(As revised by the Congregational Assembly, June 1, 2014 with additional revisions adopted by the Congregational Voter's Assembly on December 7, 2014. Those revisions are highlighted in yellow below.)

I. NAME AND SYNODICAL AFFILIATION

The name of this congregation shall be: Trinity Evangelical Lutheran Church of Portland, Oregon. It shall hold membership in the Lutheran Church - Missouri Synod as long as that church body remains true to the Word of God and the Lutheran Confessions. It shall support the work of the Synod in all its activities, according to its ability.

II. PURPOSES AND THEOLOGICAL COMMITMENT

A. This congregation exists as a community of baptized Christians. Its purposes are to enable God's people:

1. To worship God as He has revealed Himself in His Word and in the person of Jesus Christ.
2. To receive the blessings of the Word as taught in its truth and purity and the administration of the Sacraments according to their divine institution, and thus to be equipped for a life of service.
3. To minister to one another's total needs and to the needs of the whole society.
4. To support, encourage and carry out our Lord's redeeming mission for the salvation of the whole world.
5. To actively engage in mission outreach to our community.
6. To maintain and support a quality Christian Day School.
7. To proclaim and live the Gospel through ministries of witness, education, fellowship, social ministry and spiritual growth.

B. These purposes are carried out under the following theological commitment:

1. This congregation accepts and acknowledges all the canonical books of the Old and New Testaments as the inspired Word of God and as the only trustworthy and reliable authority in all matters of faith and life.
2. This congregation further acknowledges and accepts all the confessional writings of the Evangelical Lutheran Church, contained in the Book of Concord of the year 1580, as faithful expositions of the doctrines of the Bible. These confessional writings are the three Ecumenical Creeds (Apostles', Nicene, and Athanasian), the Unaltered Augsburg Confession, The Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large and Small Catechisms and the Formula of Concord.
3. All matters of doctrine and conscience shall be decided only by the Word of God.
4. Hymns, prayers and liturgies used in the public worship services of the congregation and in all ministerial acts, and all literature used in the educational program of the congregation, shall be in agreement with its theological commitments.
5. The offices of Pastor and commissioned minister of religion (Teacher and director of Christian education) in the congregation shall be held by persons who are qualified by the Lutheran Church-Missouri Synod and who are committed to the purposes and theological beliefs of this congregation as set forth above.

III. CONGREGATIONAL MEMBERSHIP

A. Baptized Members

Baptized members are those who have been baptized in the name of the Triune God and who are under the spiritual care of the Pastor and this congregation. Baptized members are received through the Sacrament of Holy Baptism, by transfer, or with their parents or guardians.

B. Communing Members

Communing members are those baptized members who after instruction in the Sacrament of the Altar are invited to commune prior to the Rite of Confirmation.

C. Confirmed (Communicant) Members

Confirmed members are those baptized members who have confirmed their faith according to the congregational purposes and theological commitments set forth in Article II of this Constitution. Communicant members are received through the Rite of Confirmation, by transfer from a Lutheran congregation, by Affirmation of Baptism or by the Sacrament of Holy Baptism. Their reception shall be approved by the Church Council.

D. Termination of Membership

1. By Request for Transfer

A member in good standing shall, upon request, be transferred by the Pastor to another Lutheran congregation. Such transfers shall be reported to the Church Council for approval.

2. By Action of the Church Council

- (a) When the member joins a congregation outside the Lutheran fellowship (release);
- (b) When the member has moved away and has become inactive in the congregation and, following the efforts of the Pastor and Board of Ministry and Outreach for not less than one year, the member has not requested a transfer or given a forwarding address; wherever possible the member shall be notified that he or she will be reinstated if they return (Removal).
- (c) When the member has not received Holy Communion or attended worship services for a period of over one year without just cause. During that period of time personal visits shall have been made with the express purpose of ascertaining the person's reasons for not attending and attempting to resolve these difficulties. If after such attempts the person shows no interest in remaining a member, his or her name shall be removed from the roster and referred to the Board of Ministry and Outreach. The member shall be notified that they will be reinstated if they return (Removal).

3. By Action of the General Assembly

An individual's membership may be terminated if, after being found guilty of persistent unchristian conduct and admonished in accordance with Matthew 18: 18-20, the individual remains impenitent. Termination shall be by unanimous vote of a duly called meeting of the General Assembly. (The person charged with such conduct shall not be allowed to vote on the matter.) Impenitents shall be notified that they will be reinstated if and when they give evidence of repentance and return.

E. Commitments of Members of Trinity Lutheran Church

Recognizing the divine covenant of God's forgiving grace received through Holy Baptism, God's people commit themselves to live in faith and love. Specifically, members of Trinity will seek, by the help of God:

- 1. to participate faithfully in the worship life of Trinity Lutheran Church and receive regularly the Body and Blood of our Lord Jesus in his Holy Supper;
- 2. to devote oneself to prayer and the study of the Scriptures;
- 3. to live in love among God's people, forgiving, encouraging, and supporting one another in patience and humility (Colossians 3:12-15);
- 4. to proclaim the Good News of God in Christ through word and deed, to support the mission work of the church, and to seek to serve people in need, following the example of our Lord Jesus; and
- 5. to support the mission of Christ's church and the life and ministry of Trinity Lutheran Church according to gifts one has received from God.

IV. AMENDING THE CONSTITUTION

Article II B, Section 1 and 2 of this Constitution shall be unalterable and irrevocable. The remainder of the Constitution may be amended in a properly convened meeting of the General Assembly by a two-thirds majority of the members present. A copy of the proposed amendment is to be sent to all confirmed members at least two weeks prior to the meeting in which the amendment is to be voted upon, and written announcement of the meeting time and place is to be made in two consecutive Sunday morning worship bulletins prior to the day of the meeting (when the meeting itself is to be held on a Sunday, that Sunday's bulletin may constitute the second written announcement).

BY-LAWS

I. GENERAL ASSEMBLY

A. Membership

The General Assembly shall consist of all confirmed members of the congregation.

B. Duties and Powers

The General Assembly shall be the governing body of the congregation and shall be empowered to administer and manage all of its affairs. It shall have the rights and powers that are granted by the laws of the State of Oregon to a non-profit corporation, and therefore may receive, acquire, hold title to, and manage real or personal property, and may mortgage, sell, or convey such real or personal property or any part thereof. The General Assembly shall decide in matters regarding: the amendment of the Articles of Incorporation, the Constitution or the By-Laws; the purchase or sale of real estate; the erection of a building; the calling or removal of a Pastor or called church worker; the termination of membership for unchristian conduct; the election of the members of the Church Council; and the approval of the budget for the coming year. The General Assembly delegates to the Church Council the authority to act as the executive organization of the congregation (see Section II, A. I.)

C. Meetings

The General Assembly shall have regular meetings in February and June. The meeting in February shall include a review of year to date operating results compared to the current year budget and other items of interest to the congregation. The meeting in June shall include the election of members of the Council and adoption of the budget for the coming fiscal year, as well as program review and reports. Special meetings may be called by the Pastor, the President of the Congregation, or by petition signed by ten percent of the General Assembly. The date, place, and purpose of the meeting shall be announced by direct mail or electronic communication at least five days before, or by written announcement in at least two Sunday bulletins in advance of such meeting (when the meeting itself is to be held on a Sunday, that Sunday's bulletin may constitute the second written announcement).

D. Quorums and Balloting

The quorum for any meeting of the General Assembly shall be those members present. The order of business shall be established by the President of the congregation and questions of parliamentary procedure not governed by the Constitution shall be decided by Roberts' Rules of Order. Every decision by a majority of those present and voting shall be valid as an act of the congregation, except in the case of a constitutional amendment. Ballots by proxy or by mail shall not be recognized.

II. CHURCH COUNCIL

A. Duties and Powers

1. The Church Council

It shall be the duty of the Church Council, under the authority received from the General Assembly, to administer the affairs of the congregation. It shall be specifically concerned with the administration of the budget as approved by the General Assembly. Each council member shall have the authority to make all decisions necessary to discharge their responsibilities as outlined below. However, the Council shall retain the right to exercise, as it may deem necessary, final authority over all matters with which it is empowered. The Council shall be responsible for the preparation of the annual budget to be presented to the General Assembly.

2. Council Members:

Each Council member is responsible and accountable to the whole Church Council for the duties prescribed for their position. In the performance of their duties, council members are encouraged to enlist the advice and help of other members of the congregation by the appointment of temporary or standing committees. The appointments shall be subject to the consent of the Council. At all times the members shall disburse the congregational budgeted monies with the utmost prudence. They shall keep the Council informed of their progress and may bring any special problems before the Council. Council members shall recognize their responsibility as spiritual leaders of the congregation and shall conduct their personal lives with that responsibility in mind.

B. Membership

The Church Council shall consist of the following members:

1. Pastor.

The Pastor shall be an ex-officio non-voting member of the Council. The Pastor shall:

- a. Act as chief enabling minister and the spiritual leader of the congregation and of its component and auxiliary groups, and as executive officer of the Board of Ministry and Outreach .
- b. Meet the responsibilities contained in the Pastor's Job Description that will be reviewed annually by the Board of Ministry and Outreach.

2. Principal.

The Principal shall be an ex-officio non-voting member of the Council. The Principal shall:

- a. Act as the executive officer of the Board of Education.
- b. Meet the responsibilities contained in the Principal's Job Description that will be reviewed annually by the Board of Education.

3. Business Manager.

The Business Manager shall be an ex officio non-voting member of the Council. The Business Manager shall:

- a. Act as the executive officer of the Board of Finance and Properties.
- b. Meet the responsibilities contained in the Business Manager's Job Description that will be annually reviewed by the Board of Finance and Properties.

4. President.

The President shall:

- a. Preside at all meetings of the General Assembly and the Church Council and be an ex-officio member of all committees of the congregation.

- b. See that parliamentary rules are enforced at all meetings presided over by him, and to be fair and unbiased towards all motions or discussions.
- c. Execute on behalf of the congregation any deeds, mortgages, bonds, notes, contracts or other instruments which the congregation or the Church Council shall have authorized.
- d. Sign all checks in the absence of and as authorized by the treasurer.
- e. Appoint any special committees or delegates as may be needed, unless otherwise provided for in this Constitution.
- f. Admonish members of the Church Council who are neglecting the duties of their position or who have failed to share in the support of congregational endeavors.
- g. Appoint annually a committee of two (2) or more members to make an internal audit of the financial books and records of the Church and report their findings back to the Church Council at the earliest possible date, after the close of the fiscal year.
- h. Appoint the Nominating Committee in accordance with the by-laws.

5. Vice-President.

The Vice-President shall:

- a. Perform the duties of the President in the absence, disability, or at the request of the President.
- b. Succeed to the presidency in the case of death or resignation of the President.
- c. Assist the President in such duties as may be assigned by the President.
- d. Serve as chair of the Nominations Committee

6. Secretary.

The Secretary shall:

- a. Record all transactions of all meetings of the General Assembly and of the Church Council in a permanent electronic record for that purpose and present such transactions at the subsequent meetings for corrections or approval.
- b. Register all persons attending the meetings.
- c. Record all amendments that are adopted by the congregation on a master copy of this Constitution.
- d. Be responsible for all official correspondence of the congregation.
- e. Submit for dissemination to the congregation the major decisions of the Church Council.
- f. Be responsible for the filing of titles, policies, and other official papers in the custody of the congregation.

7. Treasurer.

The Treasurer shall:

- a. Disburse the funds of the congregation in accordance with the budget of the General Assembly.
- b. Keep an accurate account of all monies in a set of books provided for the purpose.
- c. Supervise the preparation and submission by the Business Manager to the Church Council a statement of receipts and disbursements of the preceding quarter.
- d. Submit the books together with all receipts and other papers pertaining to the office of Treasurer for auditing at the close of the year.
- e. Shall be an active member of the Board of Finance and Properties.

8. Chair of the Board of Education

It shall be the duty of the Chair of the Board of Education to preside over meetings of the Board of Christian Education, consisting of up to three members of Trinity Congregation appointed by the Chair and a representative from the PTO. The Chair shall submit these names to the Council for approval. The School Principal shall be the ex officio voting executive officer of the Board of Education.

The Board of Education shall:

- a. Supervise and evaluate the program of the school under such guidelines as the congregation or council may develop.
- b. Counsel and direct the Principal in the administration of staff, curriculum, budget, admissions, and all other matters pertaining to the good of the spiritual and educational growth of the children in Trinity Lutheran School and Early Childhood Program.
- c. Develop policies for the administration of the school.
- d. Receive reports from the school principal.
- e. Encourage the congregation's support of its staff in regards to their spiritual, educational, recreational, and financial needs.
- f. Continue to promote a unity of purpose between Trinity Lutheran Congregation and the faculty, staff and parents of Trinity Lutheran School and Early Childhood Program as has been the historical philosophy.
- g. Be responsible for the public relations of Trinity Lutheran School and Early Childhood Program within the greater Portland area.
- h. Ensure that Trinity Lutheran School and Early Childhood Program be accredited by the appropriate accrediting agencies.

9. Chair of the Board of Ministry and Outreach.

It shall be the duty of the Chair of the Board of Ministry and Outreach to preside over meetings of the Board of Ministry and Outreach, consisting of up to four members of Trinity Congregation appointed by the Chair. The Chair shall submit these names to the Council for approval. The Pastor shall be the ex officio voting executive officer of the Board of Ministry and Outreach.

The Board of Ministry and Outreach shall:

- a. Provide for a systematic and continuous program of ministry to all Trinity members and outreach to individuals and families in our neighborhood.
- b. Shall assess and recommend to the Board of Finance and Properties the need for equipment and financial support for ministry and outreach activities.
- c. Provide for regular formative and summative assessment of the professional ministers at Trinity.
- d. Develop policies that will guide the functions of ministry and outreach.
- e. Be concerned with the spiritual, emotional and physical health and welfare of the Pastor and professional staff and their families.

10. Chair of the Board of Finance and Properties.

It shall be the duty of the Chair of the Board of Finance and Properties to preside over meetings of the Board of Finance and Properties, consisting of up to four members of Trinity Congregation appointed by the Chair and the Treasurer. The Chair shall submit these names to the Council for approval. The Business Manager shall be the ex officio voting executive officer of the Board of Finance and Facilities.

The Board of Finance and Properties shall:

- a. Assess the function of the Business Manager and recommend improvements to his/her activities
- b. Develop a recommended unified budget for consideration by the Church Council.
- c. Adopt and implement policies regarding the maintenance of church properties and buildings.
- d. Insure that standard accounting procedures are in place in all business dealings of the congregation.

C. Term of Office

The members of the Church Council shall be elected for a term of two years. One person shall not hold more than one elected office at the same time. Members of the Council shall be selected from persons who have been members of the General Assembly for a period of at least one year prior to election. The officers-elect shall assume their respective duties on July 1 and shall be inducted into their office or

position in a public service of the congregation prior to that date. The president, treasurer, and Board of Ministry and Outreach chair would be elected in even years and the vice-president, secretary, chair of the Board of Education, and chair of the Board of Finance and Properties would be elected in odd years.

D. Nomination and Election of Officers

1. Each March, the President of the congregation shall appoint a Nominating Committee, consisting of the Vice-president of the congregation and three (3) members of the General Assembly who are not members of the Council. The Vice-president shall serve as chair of the Nominations Committee.

2. The Nominating Committee shall present a slate of candidates, selected from the General Assembly, at the May meeting of the General Assembly. The slate proposed by the Nominating Committee shall consist of at least one name for each office. Additional nominations may be made from the floor. No person shall be nominated without prior consent. Election shall be by majority of the votes cast.

3. In the case of a vacancy in an elective office, the Church Council shall elect a successor to fill the unexpired term. The officer elected shall assume office immediately.

4. The President shall declare vacant any office in which the officer has had two (2) unexcused absences from Council meetings in any twelve month period.

E. Meetings of the Church Council

Regular meetings of the Church Council shall be held quarterly. Special meetings may be called by the Pastor, by the President, or by three members of the Church Council upon written request to the President. Notice of the date and purpose of the special meeting shall be made to each member of the Church Council at least two days in advance of the meeting. The members present at any meeting shall constitute a quorum.

F. Corporate officers of the Congregation

For the purpose of maintaining legal status as a non-profit corporation under the State of Oregon, the President, Secretary, and Treasurer shall be considered the corporate officers of the congregation. These officers must be confirmed members of the congregation who are at least 18 years of age. They shall have no authority beyond that which has been conferred upon them, and whatever authority may have been delegated to them may at any time be altered or revoked. The President and the Treasurer shall be bonded and the cost of such a bond is to be borne by the congregation.

III. CALLING OF A PASTOR OR TEACHER

The following procedure shall be followed for the calling of a new Pastor, rostered Teacher, or other commissioned church worker:

A. The President of the congregation shall appoint a Call Committee consisting of two members of the Church Council and three members of the congregation who are not members of the Church Council. In addition, the President of the congregation is to be a voting member of this Call Committee. The Pastor shall be an ex-officio advisory member of the committee. The Vacancy Pastor, in the case of calling a new Pastor, shall serve in an advisory capacity. The Principal, in the case of calling of a Teacher, shall serve in an advisory capacity and shall affirm the adequacy of qualifications of candidates in relation to the position and the needs of the school.

B. The Call Committee is to request names of nominees from members of the congregation and from District and Synodical officials. After making known to the congregation the names of all nominees suggested, the Call Committee is to choose no more than five and no less than three, and present the names of these nominees, together with pertinent information concerning each, to the General Assembly.

C. Before the election can take place, the names of these candidates must have been published in the Sunday worship service bulletins on two consecutive Sundays prior to the call meeting (when the meeting itself is to be held on a Sunday, that Sunday's bulletin may constitute the second written announcement).

D. Thereafter, at either a regular or special General Assembly meeting, the members shall elect by ballot one of these candidates. Prior to balloting any member may add a nominee from the original list. The nominee receiving at least two-thirds of the votes cast of those present at said meeting shall be the Pastor-elect or Teacher-elect, and the call shall be extended to him in the name of the congregation by the corporate officers of the congregation. If no candidate shall receive two-thirds of the vote in the first ballot, the one receiving the least number of votes shall be dropped and the General Assembly shall proceed to ballot on the remaining candidates. The procedure shall continue until a candidate receives two-thirds of the votes.

IV. REMOVAL OF A PASTOR OR TEACHER

Any Pastor, Teacher, Commissioned church worker, or elected congregational officer may be removed from office by the General Assembly by two-thirds majority ballot vote in Christian and lawful order. Grounds for removal are persistent adherence to false doctrine, scandalous life, willful neglect of duties, prolonged incapacity, a domineering spirit, or general incompetence.

V. PROPERTY RIGHTS

If at any time a division should take place on account of doctrine, the property of the congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in confession and practice to Article II of this Constitution. The determination of which communicant members continue to adhere in confession and practice to Article II of this Constitution shall be made by the office of the president of the Northwest District of the Lutheran Church-Missouri Synod. If division takes place for any other reason, the property shall remain with the majority of the communicant members. In the event the congregation shall totally disband, the property and all rights connected therewith shall be distributed to the NW District of the LCMS unless 60% of the voting members designate another 501(c)3 organization as recipient of said property and rights.

VI. ORGANIZATIONS

All organizations and societies within the congregation shall exist to aid the congregation in ministering to its members and to others. As extensions of the congregation's life, the organizations shall be subject to the supervision and direction of the Church Council. All organizations shall have their by-laws approved by the Church Council and shall submit a report of activities and finances annually to the council

VII. AMENDING THE BY-LAWS

These by-laws may be amended in a properly convened meeting of the General Assembly by a majority of the members present. Written notice is to be sent to all communicant members at least two weeks prior to the meeting in which the amendment is to be voted upon, and announcement is to be made in the church' bulletin on two consecutive Sundays prior to said meeting (when the meeting itself is to be held on a Sunday, that Sunday's bulletin may constitute the second written announcement).