

Constitution

St. Paul Lutheran Church, McAllen, Texas

Ratified March 28, 2023

By The Texas District Board Of Directors

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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 1:8, Matthew 28:18-20),
- and serve the needs of all people in Christian love (Ephesians 4:7-16, Mark 10:42-44, John 13:35, Galatians 6:10).

Since Christians are also to administer the Office of the Keys of His church (John 20:21-23, Matthew 18:15-20), and to maintain decency and order (I Corinthians 14:40) in the church, therefore we, Lutheran Christians living in and near McAllen, accept and subscribe to the following Constitution and Bylaws in accordance with which all spiritual and material affairs of our congregation shall be governed.

Article I – Name

The congregation shall be known as St. Paul Lutheran Church and School, McAllen, Texas, incorporated as the Evangelical Lutheran Congregation in McAllen, Hidalgo County Texas, as a non-profit corporation under Texas Charter on 15 October 1919, and amended in perpetuity on 8 October 1969, and then again on June 7, 2021.

Article II – Purpose

God's purpose in sending Jesus into the world was to rescue all people from sin (John 3:16-17). Jesus, in turn, mandated the Church to continue this work (John 20:21). Therefore, it shall be the purpose of this Christian congregation, empowered by the Holy Spirit, to take part in bringing all people to faithful discipleship of Christ through the witness of the Gospel.

Article III – Confessional Standard

This congregation acknowledges and accepts all the canonical books of the Old and New Testaments as the inspired and revealed Word of God and all the Confessional Writings of the Evangelical Lutheran Church, contained in the Book of Concord of 1580, as the true and genuine exposition of Biblical doctrine. These Confessional Writings are: The Apostles' Creed, the Nicene Creed, the Athanasian Creed, the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large and Small Catechisms, and the Formula of Concord.

Article IV – Synodical Affiliation

This congregation with its pastor(s) and called worker(s) shall be affiliated with the Lutheran Church—Missouri Synod as long as said synod remains true to the Confessional Standard as set forth in Article III.

Article V – Organization

A. Voting Membership

1. The congregation as a body, through the voting membership, shall have supreme power to administer and manage all of its internal and external affairs subject to the limiting provisions and regulations of this Constitution and its associated Bylaws.
2. The establishment, closure, and operation of all institutions and organizations within the congregation shall be subject at all times to the approval and supervision of the voting membership.
3. The voting membership will delegate authority and responsibility for development of policy and procedure regarding routine administration matters to the Board of Directors but will not delegate authority regarding the approval of annual budget, non-budgeted major expenditures, elections of Directors, extension of divine calls or disposition of congregational real property.
4. The right to vote is limited to communicant members as defined by Article I of the Bylaws.
5. When assembled to transact congregational matters, the voting membership is termed the Voters' Assembly.

B. Board of Directors

1. The Board of Directors, subordinate in all congregational matters to the voting membership, is delegated responsibility and authority by the voting membership for development of policy and procedure regarding all administrative and congregational affairs not specifically retained by the voting membership.
2. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and the other 5 Directors. The Senior Pastor shall serve as an ex officio member.
3. The Board of Directors shall:
 - a. Receive reports on and discuss any matter involving the welfare of the congregation.
 - b. Oversee all operational details of any legal entity created by the congregation.
 - c. Prepare recommendations and reports for the voting membership.

- d. Act in all matters committed to it by the voting membership through the Voters' Assembly.
 - e. Meet regularly or as needed as defined by Article III of the Bylaws.
 - f. Appoint as needed, as ad hoc members, individuals, or ministry teams for specific purposes.
 - g. Review and approve of capital expenditures.
4. No elected Director or ministry team member shall have any authority beyond that conferred by the voting membership.
 5. Any Director may be removed from office by the Voters' Assembly by ballot in a Christian and lawful order for any of the following causes: persistent adherence to false doctrine, scandalous life, inability to perform official duties, or willful neglect of them.

C. Officers of the Congregation

1. These shall consist of a President, Vice-President, Secretary, and Treasurer.
2. The Officers of the Congregation shall:
 - a. represent the congregation in all legal matters,
 - b. sign all legal papers and contracts,
 - c. and serve as custodian of all legal papers of the congregation.
3. The offices of President and Vice-President shall be occupied by males.
4. Should the office of President be vacant the Vice-President assumes the office.
5. The President, or Vice-President acting in his stead, shall have a voice on any ministry team, but without voting privileges.

Article VI – Called Workers/Church Staff

1. Ministry and Administrative Staff is directly responsible to the Senior Pastor.

Article VII – Auxiliary Ministry Organizations

1. Auxiliary ministry organizations may be organized for specific purposes within the congregation with the expressed approval of the Board of Directors. All such organizations shall be under the supervision of the pastor(s) and the Board of Directors.
2. Only baptized and communicant members of this congregation shall be officers of such organizations unless ratified by the Board of Directors.
3. Any decision, act, or performance of or by these organizations shall be invalid if they conflict with this Constitution or its Bylaws.
4. Ministry Staff, by virtue of their call, shall be non-voting advisors for such organizations within the congregation.
5. All organizations shall submit, on a regular basis, activity reports, minutes, and a summary of the distribution of funds to the Board of Directors.

Article VIII – Property Rights

1. The congregation, through the voters' assembly, may receive, acquire, hold title to, and manage such real estate and other property as needed to accomplish its stated purpose.
2. The congregation, by a two-thirds vote of the Voters' Assembly, may dispose of such property or any part thereof.
3. Funds or property given or otherwise donated to the church or school become the property of the congregation, and the donor forfeits all individual claims thereto.
4. If a division or separation should take place due to doctrinal differences within the congregation, and after seeking advice from officers of District and Synod, all efforts to resolve differences fail, the congregational property and all benefits connected to it shall remain with those members

who continue to adhere in confession and practice with Article III of this Constitution. If a division occurs for any other reason, the property shall remain with the majority of the communicant membership.

5. In the event the congregation should disband, disposition of congregation property, after settlement of just claims the property and all rights connected therewith shall be transferred to the Texas District of the Lutheran Church-Missouri Synod. If Texas District of the Lutheran Church-Missouri Synod no longer exists, the property and all rights connected therewith shall be transferred to another similar 501(c)(3) organization.

Article IX – Amendments

1. This Constitution may be amended, except for Article III, which is irrevocable, by two-thirds vote of the Voters' Assembly, provided that the intention to amend the Constitution shall be announced to the congregation assembled for worship on two different Sundays before the meeting, along with the meeting date, time, and place.
2. Upon voter approval, all amendments to the Constitution shall be submitted to the Texas District Committee on Constitutions for final adoption in accordance with the Bylaws of the Lutheran Church—Missouri Synod.
3. A master copy of this Constitution and Bylaws shall be kept by the elected Secretary, with all approved additions and changes thereto recorded, with the dates of adoption.
4. The Board of Directors shall report to the voters the ministries of the congregation.

Bylaws of the Constitution

St. Paul Lutheran Church, McAllen, Texas

Ratified March 28, 2023

By The Texas District Board Of Directors

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Article I – Membership

Members of this congregation are those baptized persons who have declared and maintained their membership in accordance with the provisions of this Constitution and its Bylaws. The admissions 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 names of all new members shall be reported to the congregation at the next regular Voters’ Assembly meeting and published. It is prohibited that any member of the congregation also hold membership in any organization, society, or group for which membership requires adherence to a statement of beliefs and principles that denies or conflicts with the beliefs and principles of the Christian faith, as expressed in Luther’s Small Catechism, or requires conduct of its members that violates or contradicts the Word of God.

The types of membership are as follows:

1. Baptized members:
 - a. Baptized members are all persons who have been baptized in the name of the Triune God, whether children or adults, and come under pastoral care of this congregation.
2. Confirmed members:
 - a. Confirmed members are all baptized persons who have been received into membership through the rite of confirmation, by official transfer from another LCMS congregation, or by affirmation of faith.
3. Associate members:
 - a. Associate members are persons holding membership in other LCMS congregations who wish to retain such membership, but desire to participate in the life and mission of this congregation. Such persons are received into membership by affirmation of faith.
4. Voting members:
 - a. Confirmed members in accordance with these Bylaws who have attained the age of eighteen years are eligible to become voting members. Such confirmed members shall be active members of this congregation in good standing, in accordance with the

Governance Policy Manual, and shall have made a contribution of time, talent, or treasure to this congregation.

- b. Associate members are eligible to have the privileges and duties of voting membership, except the following:
 - i. The electing of called workers of the church
 - ii. Any Constitutional changes of the church
 - iii. The disposition of congregational real property
- c. All new voting members must be accepted at a regular Voters' Assembly and sign in concurrence with the official copy of the constitution.

Article II – Voters' Assembly

The President, Vice-President, or their designated Director shall preside as chairperson at all Voters' Assembly meetings. All records (financial reports, minutes, etc.) presented at any meeting of the Voters' Assembly shall remain the property of the congregation, in addition to records presented at the meetings of the Board of Directors or any lay ministry team.

1. Regular Voters' Assembly meetings shall be held in or about the months of February and May
 - a. At the February meeting the following business must be conducted:
 - i. Gain input from the congregation
 - ii. Present updates and vision for each area of ministry
 - b. At the May meeting, the following business must be conducted:
 - i. Recommend for election a slate of board members to be voted on for the next term
 - ii. Recommend a proposed financial operating plan to be voted on for the next fiscal year
2. The Board of Directors will set the agenda of Voters' Assembly meetings for purposes of order, following Robert's Rule of Order.
3. Meetings shall proceed as follows:
 - a. Registration of attending voting members and establishment of a quorum
 - b. Opening with Scripture lesson and/or prayer
 - c. Voting on new voting membership requests
 - d. Reading of minutes for approval
 - e. Treasurer's financial report for approval
 - f. Old Business
 - g. New Business
 - h. Adjournment with Scripture lesson and/or prayer
4. Special Voters' Assembly Meetings
 - a. Special Voters' Assembly meetings may be called by The Board of Directors, or by written request of at least twelve Voters' Assembly members.
 - b. The nature of business to be transacted shall be announced at the worship services as stated below.
5. Quorum and voting at Voters' Assembly meetings:
 - a. 20 qualified voters of the congregation shall constitute a quorum.
 - b. In the event of a tie vote, the chairman of the meeting shall cast the deciding ballot.
 - c. There shall be no voting by proxy.
 - d. Unless defined elsewhere in the Constitution or Bylaws, a simple majority is required to adopt any measure at a Voters' Assembly, including the call of a rostered worker.
6. All Voters' Assembly meetings shall be announced at all worship services for at least two weekends beforehand, except special Voters' Assembly meetings when deemed a dire emergency by the Board of Directors.

Article III – The Board of Directors

1. **Nominating Committee:** The Vice-President of the Board every January shall appoint a nominating committee of at least three voting members. Their responsibility will be to develop a slate of Board member nominees to be elected by the voters each year to fill vacancies due to expiring terms, and vacant and appointed seats on the Board. Nominating committee members may be nominated for election to the Board of Directors, but only if another nominee, not from the nominating committee, is presented for the same seat. The committee shall consist of a majority of non-Board members and function for only one year. Their nominations to the voting membership shall be presented at all worship services for at least two weekends before the May Voters' Assembly. The Senior Pastor shall be a non-voting, ex officio member of this committee.
2. **Elections and terms of office:** The Voters' Assembly shall elect Board of Directors members to fill nine seats from a slate of members presented by the nominating committee; each seat must be elected individually. At least one of the three seats being elected each year must be occupied by a male candidate. Candidates for the Board must be non-staff voting members of the congregation, demonstrate spiritual maturity and understanding, exemplify strong moral character, and be committed to the mission and ministry of St. Paul Lutheran Church. The term of office shall be three years, except as described in Bylaw Article III, point 7. Board members may serve two full terms in succession, but in any case, no more than seven years consecutively not including any time served as an appointment. Every term of office shall begin on the first day of the church's fiscal year following the election.
3. **Vacancies:** In the event of a vacancy on the Board of Directors, the nominating committee shall provide the President with a list of candidates from which an appointment may be made 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 a candidate elected by the Voters' Assembly must fill the position to the limit of the vacant term.
4. **Election of Congregational officers by the Board:** The Board of Directors will select the officers from among the Board of Directors in an orderly and open manner through an annual election process that occurs in conjunction with the first Board Meeting of the church fiscal year. The officers are: President, Vice-President, Secretary, and Treasurer. These officers will also serve the congregation in the same capacity as described in the Constitution, Article V.
5. **Meetings:** The Board of Directors shall meet at least quarterly with their first meeting within 45 days after the election. Directors-elect shall also be present for this initial meeting. Meetings may be called more frequently at the request of the President or any three board members. Five 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 public actions taken, and shall be made available to voting members.
6. **Removal:** Steps for removal of Board of Directors, members, or officers should follow the procedure outlined in the Constitution, Article V.B and as documented in The Board of Directors' governance policy manual.
7. **Upon election of the first slate of nine Board members,** The Board will select three members whose first term will be limited to one year, and three members whose first term shall be limited to two years.

Article IV – Authority of The Board of Directors

1. **Officers:** The officers of the congregation will obtain their authority for action through the annual election process of the Board of Directors, as outlined in Bylaw Article III, point 4. The President, Vice-President, Secretary, and Treasurer shall act as agents of the congregation in legal matters and shall sign all legal documents set forth in the governing policies as required by law.

2. 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 activities flow through policies that direct the Senior Pastor, lay ministry teams, or task forces to accomplish its goals. The publicly available Board of Director's governance policy manual will be prepared and maintained by the board and available to all voting members. The manual will define fiscal and operational policy, lay ministry team operations, and other board responsibilities.
3. Powers: The Board shall have no authority beyond that which the Voters' Assembly has conferred upon them through the Constitution and Bylaws. The Board acts and creates policy as a group and no individual member of the board has any authority apart from decisions made by the Board in session. Powers delegated to the Board may at any time be altered or revoked by the Voters' Assembly.
4. Duties of the Board: The Board shall ensure the strategic direction of the church and its mission. It shall hold the Senior Pastor accountable for goals and objectives established by the Board and Senior Pastor, as documented by the Board of Directors' governance policy manual. The Board shall recommend an annual budget consistent with the long term financial operating plan, to be approved at the May Voters' Assembly. The Board will conduct business within the limitations of the annual budget approved by the Voters' Assembly and the limitations specified in The Board of Directors' governance policy manual. As elected representatives of the congregation, the Board of Directors shall act as a sounding board for the Senior Pastor.

Article V – Pastors and Rostered Workers

1. It is necessary, according to Scripture, that members of the congregation receive professional church workers as servants of the Word, support their work with faithful assistance and prayer, and encourage them in word and deed.
2. Salary, housing, etc. shall be responsibly provided, according to the ability of the congregation.
3. The pastoral office is the primary office of the congregation, from which all other offices of the congregation are derived. The congregation reserves the right to create, alter, or eliminate called positions according to congregational need through a two-thirds vote of the Voters' Assembly. The proposals to create, alter, or eliminate called positions must be provided to the congregation for two consecutive weeks prior to the meeting in which the vote will take place. The office of Senior Pastor is the sole position that may not be eliminated.
4. When an office of pastor, principal, teacher, music director, DCE, or other called position becomes (or soon will be) vacant, the Board of Directors shall appoint a call committee to provide candidates to the Voters' Assembly for approval of a call. The authority to approve and extend calls rests solely with the Voters' Assembly and may not be delegated. Candidates must be members of the LCMS, and the call committee shall seek the direction of and work with the President of the Texas District of the LCMS to facilitate its purpose. Criteria for each office are determined by the position description as maintained by the Board of Directors and expressed in the operations manual.
5. Any pastor or other rostered worker who persistently adheres to false doctrine, engages in a scandalous or openly sinful lifestyle, fails or is unable to perform the duties of his/her office, or is willfully neglectful in the performance of his/her official duties may be removed from office in a Christian and lawful order through a two-thirds vote of the Voters' Assembly. Such action shall preferably be initiated through the Board of Directors. The Board of Directors shall seek the direction of and work with the Texas District of the LCMS to facilitate this purpose. Prior to the Voters' Assembly meeting where the vote for removal from office will take place, clear reason for such action must be provided first personally to the individual and then to the congregation, including the date when the vote will occur.

6. All non-called positions will be managed according to the operations manual.

Article VI – Ministry Assistance

1. The Board of Directors, with leadership from the Senior Pastor, is to appoint members to lay ministry teams needed to make all church ministries function properly. The congregation must have a group of Elders. As long as St. Paul Lutheran School and/or Early Learning Center is/are in operation, the congregation must have a lay ministry team for Christian education ministry. A member of the ministry staff, who shall be determined by the Senior Pastor, will serve as a non-voting, advisory member for each lay ministry team.
 - a. Elders shall be male voting members of the congregation who demonstrate spiritual maturity and understanding. They should exemplify strong moral character and be committed to the mission and ministry of St. Paul Lutheran Church. The Senior Pastor is responsible for the recruitment of the Elders and recommendation of candidates for appointment by the Board. The number of Elders and their length of service shall be set in consultation with the Board of Directors. The Senior Pastor will assure that the names of the Elders are available to congregation members. The Elders shall, as a group, be responsible for the spiritual welfare and serve as a sounding board in matters of worship practice for the pastors, rostered workers, and the congregation.
 - b. The Senior Pastor, the principal, and the ELC Director working together, are responsible for the recruitment of members for the Christian education lay ministry team and recommendation of candidates for appointment by the Board. The principal and ELC Director shall ensure that the names of the active Christian education lay ministry team members are available to congregation members, school and ELC families. This team shall serve to ensure the ongoing operation of St. Paul Lutheran School and ELC and to support, advise, and assist the principal and ELC Director in carrying out the school and ELC's mission. Candidates for this team must indicate an eagerness to serve, be of sound judgment and strong moral character, and demonstrate an understanding and appreciation of St. Paul Lutheran School, the ELC, and Christian education.
 - c. Other possible lay ministry teams may be appointed by the Board of Directors. Examples of lay ministry teams could include youth ministries, property, Christian education, social ministry, outreach, and any other lay ministry team that would aid in the mission of the congregation.

Article VII – Amendments

1. These Bylaws may be amended by a two-thirds vote of the Voters' Assembly, provided that the intention to amend the Bylaws shall be announced to the congregation assembled for worship on two different Sundays before the meeting, along with the meeting date, time, and place.

2. Upon voter approval, all amendments to the Bylaws shall be submitted to the Texas District Committee on Constitutions for final adoption in accordance with the Bylaws of the Lutheran Church—Missouri Synod.