

**CONSTITUTION AND BYLAWS OF
ST. JAMES EVANGELICAL LUTHERAN CHURCH UAC
CHICAGO, ILLINOIS**

Approved : STJ on 5/30/18 and NID on 6/18/18

CONSTITUTION

Preamble

As part of Christ's Church, the St. James congregation exists to serve the Triune God as we preach repentance and the forgiveness of sin; reach out to our community and beyond with the Good News of the Gospel; worship together; baptize in the name of God the Father, the Son, and the Holy Spirit; celebrate the Lord's Supper; grow together in God's Word; pray together; administer the Office of the Keys; love and care for one another in Christian fellowship; provide for human care; and maintain decency and order in the church.

Therefore we, the members of St. James Evangelical Lutheran Church UAC of Chicago, Illinois, 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 1: NAME

The official name of this congregation shall be St. James Evangelical Lutheran Church UAC (Unaltered Augsburg Confession) of Chicago, Illinois.

ARTICLE 2: PURPOSE

- A. The purpose of this congregation shall be to give honor and glory to the Triune God, to carry out His will, to proclaim the Gospel of Jesus Christ to all the world, to nurture the faith of its members, to manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, to extend a helping hand to human need, and to achieve its objectives by the preaching of the Word of God, by the administration of the sacraments, and by the religious instruction to all according to the confessional standard of Article 3 of this Constitution.
- B. This congregation is formed for religious and educational purposes. The congregation may own and hold title to and manage such real estate as may be necessary or incident to the

accomplishment of its purposes, and may take and convey title to any real or personal property which may be given, devised, or bequeathed to it. It shall operate as a non-profit corporation and shall not be used for pecuniary gain by or profit of its members.

ARTICLE 3: CONFESSION OF FAITH

This congregation accepts without reservation:

- A. The Scriptures of the Old and the New Testament as the written Word of God and the only rule and norm of faith and practice.
- B. All the Symbolical Books of the Lutheran Church as a true and unadulterated statement and exposition of the Word of God, to wit: the three Ecumenical Creeds (the Apostles' Creed, the Nicene Creed, the Athanasian Creed), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Large Catechism of Luther, the Small Catechism of Luther, and the Formula of Concord.

No doctrine or practice in conflict or inconsistent with the above norms of our faith and life shall be taught or tolerated in this congregation.

ARTICLE 4: SYNODICAL MEMBERSHIP

- A. This congregation shall maintain membership with the Lutheran Church Missouri Synod ("LCMS" or the "Synod") as long as the Synod conforms to the congregation's confessional standards as set forth in this Constitution.
- B. This congregation shall, to the best of its ability, collaborate with the LCMS and assist it in effecting all sound measures intended for the building up of Christ's Church on earth.

ARTICLE 5: CONGREGATIONAL MEMBERSHIP

- A. The membership of this congregation includes the following three types:
 - 1. *Baptized* members: All who have been baptized in the name of the Triune God and who are under the spiritual care of the Senior Pastor of this congregation, including children who have not yet been confirmed into communicant membership.

2. *Communicant* members: Baptized members who have been confirmed in the Lutheran faith or who have received instruction in Lutheran doctrine as deemed acceptable by the Senior Pastor and the Board of Elders; are familiar with the teaching of Luther's Small Catechism; and declare their acceptance of the confessional standard of Article 3 of this Constitution.
 3. *Voting* members: Communicant members who have reached the age of eighteen years, who shall constitute the Voters' Assembly of this congregation.
- B. Baptized and communicant members of this congregation are received in the following manner:
1. Baptized members are received through the Sacrament of Holy Baptism, or through the consent of one or both parents in the case of children who have been baptized in another Christian congregation, or through reception from another Christian congregation in the case of adults 18 and older.
 2. Communicant members are baptized members received through the rite of confirmation, through transfer from another LCMS congregation, or through profession of faith or reaffirmation of faith. The Senior Pastor and Board of Elders shall determine the approval process by which communicant members are received.
- C. Members of this congregation shall conform their entire lives to the authority of God's Word and declare their acceptance and adherence to the Bible as God's inspired and inerrant Word, and to that end shall make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need of such admonition becomes apparent, and be readily available for service in the Kingdom of Christ within and beyond this congregation. They shall attend public worship regularly and, if communicant members, partake of the Lord's Supper frequently. They shall declare themselves willing to support the policies of this congregation provided these are not contrary to the Word of God. Members of this congregation shall participate in personal prayer and Bible study and shall provide for the Christian instruction of their children.
- D. Membership in organizations whose principles and conduct conflict with the Word of God is prohibited. Should existing members belong to such organizations and, after admonition, refuse to relinquish such membership, such members shall be terminated as described below.
- E. Membership in this congregation shall be terminated in the following situations:

1. Membership shall be terminated by transfer to a sister LCMS congregation, by joining a congregation outside the fellowship of this congregation, by excommunication, by self-exclusion, or by death.
2. Communicant members who conduct themselves in an un-Christian manner or who refuse pastoral care for a period of one year or more shall be admonished according to Scripture and in accordance with a procedure to be specified by the Senior Pastor and the Board of Elders. The purpose of such action shall be to reach out and minister to the erring members in the spirit of Christian love and reconciliation in order to show those persons the seriousness of their actions with the hope of restoring them to wholeness in Jesus Christ and reuniting them to the fellowship of this congregation. If communicant members remain impenitent after proper admonition, the Senior Pastor and the Board of Elders shall recommend to the Voters' Assembly that they be excommunicated. Each case shall be presented to the congregation in a properly called Voters' Assembly meeting for a final decision. An affirmative vote of a two-thirds majority of the voting members present shall be required for excommunication.

ARTICLE 6: CALLED MINISTERS OF RELIGION

The Voters' Assembly of this congregation shall have the exclusive right to call ordained ministers and commissioned ministers, and that right shall not be delegated otherwise.

- A. The pastoral office shall be conferred only upon ordained ministers who are members of the LCMS, candidates for the pastoral ministry who have satisfied the qualifications and requirements for assignment of first calls by the 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.
- B. Only those commissioned ministers shall receive a call who adhere to the confessional standard set forth in this Constitution, who are qualified for the work of the ministry to which they are called, and who have been endorsed by and are members of the LCMS, who are candidates of LCMS colleges and universities who have satisfied the qualifications and requirements for assignment of first calls, or who are commissioned ministers in good standing from church bodies that are in altar and pulpit fellowship with the Synod.
- C. Called ordained ministers and commissioned ministers may be removed from office in a Christian and lawful order by the Voters' Assembly for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect of the duties of office, the inability to perform those duties, or domineering in office. Charges on any of these

counts shall be presented to the Board of Elders, who shall carefully investigate the charges after consultation with the appropriate officers of the Northern Illinois District. Such charges shall be given to the minister involved in writing, and the Board of Elders shall provide opportunity for that minister to make a defense of the charges. Should such charges be substantiated by the evidence, the minister involved shall first be given an opportunity to resign his/her position in the congregation. Such opportunity having been given and declined, the Board of Elders shall notify the voting members of the situation and submit the matter for action at a special Voters' Assembly meeting. An affirmative vote of at least two-thirds of the voting members present at that Voters' Assembly meeting shall be required to remove an ordained minister or a commissioned minister from office.

- D. The congregation through its Voters' Assembly may eliminate a position filled by any called ordained minister or commissioned minister (except the Senior Pastor) in the case where it can no longer financially support such a position. In such a case, a peaceful release will be granted to the called ordained minister or commissioned minister.
- E. When a vacancy occurs in an office of an ordained minister or commissioned minister, the congregation shall notify the President of the Northern Illinois District of the LCMS or his appropriate representative so that he may assist in temporarily filling the vacancy and in giving his counsel in calling a new ordained minister or commissioned minister.

ARTICLE 7: AUTHORITY OF AND WITHIN THE CONGREGATION

- A. The Voters' Assembly shall be the ultimate governing authority of this congregation, subject to Jesus Christ, the Church's head. While it may delegate specific responsibilities and authority to other governing bodies under the terms of this Constitution and these Bylaws, it shall reserve the right to decide all matters relating to this congregation brought before it in accordance with this Constitution and these Bylaws. The Voters' Assembly's decisions shall be final and binding.
- B. 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' Assembly.
- C. All matters before the Voters' Assembly, the Council and the boards shall be decided by a majority vote of the voting members present unless otherwise specified by this Constitution or these Bylaws. Matters of doctrine and conscience shall be decided only on the basis of the Word of God.

- D. No elected officers or board members of this congregation shall exercise any power or authority beyond that conferred upon them by the congregation through this Constitution, through these Bylaws, or by action of the Voters' Assembly. Specially delegated rights and powers, both of officers and boards, shall be subject to revisions or complete withdrawal by the Voters' Assembly at its discretion.

ARTICLE 8: MEETINGS

- A. The regular annual meeting and special meetings of the Voters' Assembly shall be held as determined in this Constitution and these Bylaws.
- B. Announcements of a regular annual meeting shall be made in all worship services the two weekends preceding the annual meeting. Written notification of a regular annual meeting shall also be made by mail or electronic transmission to all voting members two weeks prior to the annual meeting.
- C. Announcements of special meetings shall be made in all worship services the two weekends preceding a special meeting, or in all services one weekend preceding a special meeting when accompanied by written notification by mail or electronic transmission to all voting members at least one week prior to the special meeting.
- D. Ten voting members shall normally constitute a quorum at a properly convened meeting of the Voters' Assembly. However, forty voting members shall constitute a quorum in the case of a Voters' Assembly meeting called to vote on amendments to the Constitution or Bylaws, or in the case of calling an ordained minister or removing an ordained minister from office.
- E. There shall be no voting by proxy.

ARTICLE 9: COUNCIL, OFFICERS AND BOARDS

This congregation shall have the following Council, officers and boards in addition to any which the Voters' Assembly shall establish from time to time. Those officers identified by state law shall serve as the legal representatives of the congregation.

- A. The Voters' Assembly shall elect the Council, which shall have the accountability for establishing policy for and overseeing the management and operations of the church and school. The Council shall be comprised of the officers of the congregation, the chairs of the boards, and the Senior Pastor as a non-voting member.

B. The Voters' Assembly herein delegates defined governance responsibilities to the following officers of the congregation:

1. The President, who shall preside at all meetings of the Voters' Assembly and the Council, shall, to the best of his/her ability, collaborate with other members of the Council and the boards so that the Constitution and Bylaws and the expressed will of the Voters' Assembly are implemented.
2. The Vice President, who shall serve in the absence of the President and shall act for and in the stead of the President.
3. The Secretary, who shall be present at Voters' Assembly and Council meetings and shall take and enter the minutes of these meetings in a permanent record book over his/her signature.

C. The Voters' Assembly herein delegates defined governance responsibilities to the following boards of the congregation:

1. The Board of Elders, which serves as the key spiritual lay leadership of the congregation, and works together with the Senior Pastor to oversee the spiritual welfare of the congregation.
2. The Board of Education, which serves as the governing board for the school, including its early childhood program, and shall have the accountability for establishing policy for and overseeing the management and operation of the school.
3. The Board of Finance, which shall be responsible for setting and implementing all financial policies and advising on the financial direction of the congregation.
4. The Board of Administration, which shall have the accountability for establishing policy for and overseeing the management and operation of the church, school and parsonage properties, and the operational and administrative functions of the church.

D. All boards may appoint subcommittees to assist them in the execution of their duties and responsibilities.

E. Any officer, board chair or board member who fails to carry out his or her duties of office or who fails to perform the responsibilities of communicant membership may be removed from office in Christian and lawful order by the Voters' Assembly by an affirmative vote of two-thirds of the voting members present. The teaching of Scripture should be followed under such circumstances.

ARTICLE 10: DIVISION

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

- A. The advice of the appropriate officers of the Northern Illinois District of the LCMS shall be sought.
- B. If, despite all efforts to address differences in peace and love, a division of the congregation shall occur, the property of the congregation and all benefits therewith connected shall remain with those voting members who continue to adhere in confession and practice to Article 3 of this Constitution.
- C. In the event that the congregation dissolves, all property shall be disposed of at a final Voters' Assembly meeting. All debts and just claims against the congregation shall be paid to the extent that congregation assets are available, and any and all surplus and all rights connected therewith shall be conveyed to and become the property of the Northern Illinois District of the LCMS.

ARTICLE 11: AMENDMENTS

This Constitution may be amended in a properly convened meeting of the Voters' Assembly. Notice of the intent to amend the Constitution must be made in accordance with the provisions of this Constitution and these Bylaws.

- A. Amendments to the provisions of this Constitution may be made by an affirmative vote of two-thirds of the voting members present at a properly convened Voters' Assembly meeting.
- B. Amendments to Articles 3, 4, 6, and 10 shall not destroy their essential meaning.
- C. As a condition of continued membership in good standing in the LCMS, the revised Constitution shall be submitted to the President of the Northern Illinois District for review by the District's Constitution Committee and favorable action by the District's board of directors before being adopted by the Voters' Assembly.

BYLAWS

ARTICLE 1: VOTERS' ASSEMBLY

- A. The Voters' Assembly shall be the ultimate governing authority of this congregation, subject to Jesus Christ, the Church's head.
- B. The Voters' Assembly shall meet as follows:
 - 1. The Voters' Assembly shall hold an annual meeting at least 15 days prior to the end of the fiscal year. The Council shall determine the date and time of the annual meeting. The meeting shall be chaired by the President.
 - 2. The Voters' Assembly may hold special meetings at the request of the Council, the Board of Elders, the President, the Senior Pastor or ten voting members.
 - 3. Notice of meetings shall meet the requirements set forth in the Constitution and shall include an agenda that contains reasonable detail of the topics for discussion and any voting actions that may occur. All reports for the meeting including financial statements and anticipated proposals for action shall be in writing and made available to voting members at least one week prior to the meeting. No business beyond what is set forth in the published agenda may be transacted at the meeting.
- C. Actions reserved for the Voters' Assembly include:
 - 1. Electing officers and board chairs. As provided in Article 10 (B) of the Bylaws, at the first election following the adoption of this Constitution and these Bylaws, the Voters' Assembly will also elect all board members.
 - 2. Approving the annual Ministry Action Plan (the strategic plan for the church and school) and a summary financial budget, including the need for additional indebtedness.
 - 3. Calling the Senior Pastor, other ordained ministers, and commissioned ministers.
 - 4. Removing elected officers, board chairs, and called ordained ministers and commissioned ministers per the provisions of the Constitution and Bylaws.
 - 5. Excommunicating voting members pursuant to Article 5 (E) (2) of the Constitution.

6. Authorizing (i) the purchase and sale of real estate or (ii) other material assets that are significantly beyond the scope of what has been previously approved by the Voters' Assembly in the Ministry Action Plan or the budget.
 7. Approving amendments to the Constitution and Bylaws.
- D. The fiscal year for the congregation shall be from July 1 through June 30 of the following year.

ARTICLE 2: THE COUNCIL

- A. The Council has the accountability for establishing policy for and overseeing the management and operation of the church and school.
- B. The Council shall consist of the officers and the chairs of the boards; the Senior Pastor is a non-voting member of the Council. The Council will meet at least six times per year at meetings called by the President. The Council may meet at additional times by the request of the President, or at the request of three or more Council members, by providing at least 72 hours notice prior to the meeting. A majority of voting Council members shall constitute a quorum for any meeting.
- C. The duties and responsibilities of the Council shall include:
 1. Having overall accountability for establishing policy for and overseeing the management and operations of the church and school, and deciding where monetary resources will be applied for church and school needs.
 2. Collaborating with all of the boards in creating an annual Ministry Action Plan for submission to the Voters' Assembly, and having the responsibility for ensuring that the Council and the boards execute against it.
 3. Collaborating with all of the boards in creating an annual budget, a summary of which will be submitted to the Voters' Assembly, and having the responsibility for insuring that the Council and the boards abide by it.
 4. Setting policy and direction, and serving as a resource, for the boards relating to the ongoing operation of the church and the school.
 5. Settling jurisdictional disputes between the boards, and establishing policy and priorities when boards' individual activities create competing demands on resources.

6. Preparing and managing human resource policies for the church and school, including employee policies, compensation policies, employment procedures, performance evaluation policies and procedures, and the like.
7. Managing legal matters relating to the church and school, and providing support to the boards and exercising authority on behalf of the congregation on any material legal matters (e.g., actual or potential litigation, major contracts outside the normal course of operations).
8. Providing oversight over the financial affairs of the church and school (e.g. reviewing and resolving budgetary considerations resulting from competing resource demands by various boards; authorizing expenditures representing material deviations from the budget; making recommendations to the Voters' Assembly for incremental indebtedness as necessary).
9. At its discretion, providing for an annual cash reconciliation or audit of the financial records of the congregation.

ARTICLE 3: OFFICERS OF THE COUNCIL

- A. The President of the congregation shall preside at all meetings of the Voters' Assembly and the Council and shall, to the best of his/her ability, collaborate with other members of the Council and the boards so that the Constitution and Bylaws and the expressed will of the Voters' Assembly are implemented. The President shall also endeavor to coordinate the functions, plans and activities of the congregation by collaborating on an ongoing basis with members of the Council and the boards. Where time is of the essence, the President can act in a managerial capacity in accordance with the policies set forth by the Council and the boards, provided that s/he reports promptly back to the Council or the applicable board with respect to the actions taken. The President shall sign all contracts and official documents that have been approved by the Voters' Assembly and the Council. S/he is authorized to sign checks and other contracts that are a part of the approved budget or which arise in the normal course of business, within the policies and/or limits established by the Council.
- B. The Vice President shall serve in the absence of the President and shall act for and in the stead of the President. S/he shall also be available for such duties the President shall assign as his/her representative. In the absence of the President and Secretary, s/he is authorized to sign checks and other contracts that are a part of the approved budget or which arise in the normal course of business, within the policies and/or limits established by the Council.

- C. The Secretary shall be present at Voters' Assembly and Council meetings, and shall take and enter the minutes of these meetings in a permanent record book over his/her signature. The Secretary shall also coordinate the nomination and election process of the congregation, maintain and regularly update the membership rolls of the congregation, and perform all the duties normally pertaining to the office and such additional duties as the Voters' Assembly or the Council may delegate. S/he is authorized to sign checks and other contracts that are a part of the approved budget or which arise in the normal course of business, within the policies and/or limits established by the Council.

ARTICLE 4: THE BOARD OF ELDERS

- A. The Board of Elders serves as the key spiritual lay leadership of the congregation, and works together with the Senior Pastor to oversee the spiritual welfare of the congregation.
- B. The board shall consist of seven to nine members including the chair. The Senior Pastor is a non-voting member of the board. Because the elders are directly involved with the Senior Pastor's work – both by helping him in carrying out his office and by providing guidance to him – and because the Scriptures restrict the pastoral office to men only, all the members of the Board of Elders shall be men. The board will meet at least six times per year at meetings called by the chair. The board may meet at additional times by the request of the chair, the Senior Pastor, or at the request of four board members by providing at least 72 hours notice prior to the meeting. A majority of the voting board members shall constitute a quorum for any meeting.
- C. The board's duties and responsibilities shall include:
1. Caring for and assisting the Senior Pastor in the functions of the ministry at St. James.
 2. Supporting the Senior Pastor in facilitating Word and Sacrament ministry, and administering the responsibilities of worship and other ministries that provide for the spiritual care of the congregation and for making disciples of others.
 3. Providing for the care and welfare of the called ordained ministers and their families.
 4. Collaborating with the Senior Pastor in determining the manner in which evangelism, fellowship and stewardship issues can be effectively addressed.
 5. Appointing as necessary subcommittees to assist in the execution of evangelism, fellowship, stewardship and other spiritual leadership initiatives.

6. Together with the Senior Pastor, preparing the church portion of the Ministry Action Plan, and the budget associated with it in consultation with the Board of Finance, for submission to the Council.
7. Facilitating the annual review process for the Senior Pastor. The Elders will solicit feedback from a variety of sources, and conduct an open and honest discussion with the Senior Pastor as to how they can work together to enhance the mission and ministry of St. James.
8. Determining the compensation for the Senior Pastor within budgetary constraints and subject to the approval of the Council.
9. Appointing a call committee for filling a vacancy in the office of an ordained minister.
10. Consulting with the Senior Pastor in connection with the (i) potential call of ordained ministers, (ii) potential call of commissioned church ministers, or (iii) hiring of non-called church employees that are to be under the supervision of the Senior Pastor.
11. Monitoring of spiritual health of the congregation, including worship attendance, Communion attendance, Bible study attendance, baptisms, stewardship and membership.
12. Along with the Senior Pastor, actively visiting member families throughout the year.

ARTICLE 5: THE BOARD OF EDUCATION

- A. The Board of Education serves as the governing board for the school, including its early childhood program, and shall have the accountability for establishing policy for and overseeing the management and operation of the school.
- B. There shall be seven voting members of this board including the chair, consisting of:
 1. At least four members of the congregation who do not currently have children enrolled at the school.
 2. No more than three members of the congregation who currently have a child(ren) enrolled at the school.
 3. No more than one non-member of the congregation who currently has a child(ren) enrolled at the school; this individual cannot serve as the chair of this board.

4. The Principal is a non-voting member of the board.
- C. The board will meet at least six times per year at meetings called by the chair. The board may meet at additional times by the request of the chair, the Principal, or at the request of three board members by providing at least 72 hours notice prior to the meeting. A majority of the voting board members shall constitute a quorum for any meeting.
- D. The board's duties and responsibilities shall include:
1. Defining a mission for the school consistent with the congregation's mission.
 2. Together with the Principal and in consultation with the Board of Finance, preparing the school's portion of the Ministry Action Plan, and the budget associated with it, for submission to the Council.
 3. Determining the amount of tuition and financial assistance for students in conjunction with the Principal.
 4. Developing the school policy manual and parent handbook in conjunction with the Principal.
 5. Collaborating with the Senior Pastor in connection with spiritual matters relating to the Board's functions.
 6. The board shall govern its assigned areas through policy, not through management decisions; for example, the board may set general policy requirements for curricula, but the Principal shall be responsible for determining the actual curricula.
 7. The board will not engage in activities relating to the day-to-day operation of the school, nor will it become involved in issues that are within the purview and authority of a teacher or the Principal, except at the request or direction of the Principal.
- E. The board shall have the following relationship with the Principal:
1. In the event of a vacancy in the Principal position, the board shall appoint a search committee which shall, after its deliberations, recommend that a Principal candidate be called or hired. The search committee's decision to call a candidate as Principal shall be subject to the approval of the Board of Education, the Board of Elders and the Council, and to the approval of the Voters' Assembly pursuant to the provisions of the Constitution and Bylaws. The search committee's decision to hire a candidate as

Principal shall be subject to the approval of the Board of Education, the Board of Elders and the Council.

2. The board shall monitor and evaluate the performance of the Principal, and will prepare and discuss with the Principal an annual written review.
3. The board shall determine the compensation for the Principal within budgetary constraints.
4. The board may terminate a non-called Principal after consultation with the Council; the termination of a called Principal shall be in accordance with the Constitution and Bylaws.
5. Consulting with the Principal in connection with the Principal's decision to hire or recommend for a call a new teacher or member of the school staff.
6. The Principal, in consultation with the board, shall determine the compensation of the teachers and school staff within budgetary constraints.
7. In consultation with the board, the Principal may terminate a non-called teacher or member of the School staff; the termination of a called teacher or member of the School staff shall be in accordance with the Constitution and Bylaws.

ARTICLE 6: THE BOARD OF FINANCE

- A. The Board of Finance shall be responsible for setting and implementing all financial policies and advising on the financial direction of the congregation. The board also monitors and reports on the overall fiscal management for the maintenance of the financial health of the church and school, and is responsible for the establishment and maintenance of financial data for their operation.
- B. There shall be three to five members of this board, including the chair. The board will meet at least four times per year at meetings called by the chair. The board may meet at additional times by the request of the chair, or at the request of two board members, by providing at least 72 hours notice prior to the meeting. A majority of the board members shall constitute a quorum for any meeting.
- C. The chair of the Board of Finance is authorized to sign checks that are a part of the approved budget or which arise in the normal course of business, within the policies and/or limits established by the Council.

D. The board's duties and responsibilities shall include:

1. Setting and implementing all financial policies and direction, and working with financial administration staff to assure that these policies are implemented in the day to day bookkeeping for the church and school.
2. Recommending an overall system of financial controls relating to revenues received, expenses paid, and other financial obligations of the congregation.
3. Monitoring performance against the budget and calling out variances in it; presenting a written annual financial report to the Voters' Assembly, and by presenting quarterly financial reports to the Council.
4. Providing information, modeling different scenarios and making recommendations to Council and the boards regarding what is financially feasible in connection with their proposed budgets; assembling the overall budget for submission to the Council and ultimately to the Voters' Assembly.
5. At the request of the Board of Education, modeling and illustrating the consequences of different assumptions as to enrollment, tuition, staffing, compensation, and other spending relating to the setting of tuition, compensation, and financial assistance parameters at the school.
6. Managing employee benefits matters in consultation with respective boards that have oversight for employees and called workers.
7. Managing the congregation's long term debt, and the relationships with its financial lenders and partners.
8. Collaborating with the Senior Pastor in connection with spiritual matters relating to the board's functions.
9. Preparing and managing an expense management policy for all employees.
10. Overseeing any cash reconciliation or audit recommended by the Council.
11. Employing and terminating financial administration staff under its direct supervision in consultation with the Council.

12. Monitoring and evaluating the performance of the financial administration staff, including a written annual review of them, and recommending the compensation for those individuals within budgetary constraints.

ARTICLE 7: THE BOARD OF ADMINISTRATION

- A. The Board of Administration shall have the accountability for establishing policy for and overseeing the management and operation of the church, school and parsonage properties, and the operational and administrative functions of the church.
- B. There shall be three to five members of this board, including the chair. The board will meet at least four times per year at meetings called by the chair. The board may meet at additional times by the request of the chair or at the request of two board members by providing at least 72 hours notice prior to the meeting. A majority of the board members shall constitute a quorum for any meeting.
- C. This board's duties and responsibilities shall include:
 1. Managing and maintaining the church, school and parsonage properties.
 2. Providing an annual list of capital projects to the Council, and recommendations as to the cost and prioritization of those projects.
 3. Preparing the Board of Administration portion of the Ministry Action Plan, and the budget associated with it in consultation with the Board of Finance, for submission to the Council.
 4. Managing all of the operational and administrative functions of the church (e.g., church-related technology, membership directory, ordering supplies, scheduling various church events and classes, etc.).
 5. Managing risk for church and school including all insurance contracts (e.g., liability, property and casualty, E&O) in collaboration with the Board of Finance.
 6. Collaborating with the Senior Pastor in connection with spiritual matters relating to the board's functions.
 7. Employing and terminating facility maintenance personnel, non-called church employees and other contracted staff under its direct supervision in consultation with the Council.

8. Monitoring and evaluating the performance of the employees specified above who are under its supervision, including a written annual review of them, and recommending the compensation for those individuals within budgetary constraints.

ARTICLE 8: THE SENIOR PASTOR

- A. The Senior Pastor is called by the congregation to be its shepherd and has the overall responsibility for Word and Sacrament ministry at St. James. The Senior Pastor works collaboratively with other called ordained ministers, those commissioned church ministers and non-called church employees that are under his supervision, the Council, the Board of Elders, the other boards, and the Voters' Assembly to execute the ministry at St. James in order to make disciples. Upon being installed, the Senior Pastor is authorized and obligated to proclaim to the congregation the Word of God in its full truth and purity as contained in the canonical writings of the Old and New Testaments and professed in the Book of Concord, and to administer the sacraments in accordance with their divine institution.
- B. The Senior Pastor's duties and responsibilities shall include:
 1. Planning, conducting or assigning all worship services and preaching at those services.
 2. Administering the sacraments in accordance with their divine institution.
 3. Supervising all teaching in the church (e.g., Bible classes, Sunday school, confirmation, youth groups, and Vacation Bible School), some of which may be delegated to others responsible for the operation of these programs.
 4. Together with the Board of Elders, preparing the church portion of the Ministry Action Plan, and the budget associated with it in consultation with the Board of Finance, for submission to the Council.
 5. Implementing policies for baptisms, weddings, funerals, and other official acts of the ministry.
 6. Administering pastoral counseling and pastoral visits, including visits to shut-ins and the sick.
 7. Along with the members of the Board of Elders, actively visiting member families throughout the year.

8. In collaboration with the Board of Elders, addressing the manner in which evangelism, fellowship and stewardship issues can be effectively addressed.
9. Designing and supervising the religious curriculum of the school, the chapel services at the school, and any other aspects of the school that involve spiritual care or flow from Word and Sacrament ministry.
10. Attending Board of Education, Board of Administration and Board of Finance meetings at his discretion and collaborating with those boards in connection with spiritual matters relating to the board's functions.
11. Consulting with the Board of Elders in conjunction with the (i) potential call of an ordained minister or (ii) potential call of commissioned church ministers or hiring of non-called church employees that are to be under the supervision of the Senior Pastor.
12. Supervising and monitoring associate and assistant pastors, church commissioned ministers and other church staff whose duties relate to Word and Sacrament ministry (e.g., the Director of Music); preparing written annual review of these individuals and determining their compensation within budgetary constraints and in consultation with the Board of Elders.
13. Terminating non-called church workers under his supervision after consultation with the Board of Elders. The termination of a called ordained or commissioned minister shall be in accordance with the Constitution and Bylaws.
14. Serving as an example by Christian conduct and doing all that is possible for the up-building of the congregation and for the advancement of the Kingdom of Christ.

ARTICLE 9: PROCEDURES FOR CALLING MINISTERS OF RELIGION

- A. When an ordained minister is to be called, the Board of Elders shall appoint a call committee. Every voting member of the congregation shall be provided opportunity to nominate one or more qualified individuals for consideration by the call committee. The President of the Northern Illinois District shall be notified of the formation of a call committee, and shall be consulted for his suggestions and guidance. Following its review of the candidates and its deliberations, the call committee shall initially present to the Voters' Assembly with a minimum of two qualified candidates for its consideration. To the extent a call is declined and a subsequent call is to be extended, this minimum of two shall not apply.

- B. When a commissioned minister is to be called for service at the church or the school, the name of the candidate recommended for such position shall be presented to the Voters' Assembly.
- C. At a Voters' Assembly meeting convened for the purpose of calling an ordained minister or commissioned minister, the issuance of a call shall be by an affirmative vote of two-thirds of the voting members present. In the case of an ordained minister, a written ballot will be provided on which the names of the candidates will be listed. If three or more candidates are presented and no candidate receives a two-thirds majority of the voting members present, the candidate with the lowest number of votes will be dropped from the ballot. If no candidate receives an affirmative vote of two-thirds of the voting members present, the matter shall be referred back to the call committee for further action. Subsequent elections will be held until one of the candidates receives an affirmative vote of two-thirds of the voting members present.

ARTICLE 10: NOMINATIONS AND ELECTIONS

- A. The following nomination and election procedures are intended to balance the desire to encourage voting members who have the time and the inclination to serve the congregation in leadership positions on a regular and ongoing basis, with the desire to provide an opportunity for other voting members with fresh ideas and new perspectives to also serve the congregation in leadership positions.
- B. The first election shall be held within 120 days following the approval of this Constitution and these Bylaws by the Voters' Assembly. All officers, board chairs, and the members of all boards shall be elected to their positions at a special meeting of the Voters' Assembly called to conduct these elections in accordance with the following procedure:
 - 1. The immediately preceding Fellowship Council shall appoint a nominating committee consisting of at least five members, who shall be approved by the immediately preceding Council of Elders. There shall be no more than two members of the Fellowship Council and exactly one member of the Council of Elders on the nominating committee.
 - 2. Prior to election, the nominating committee shall request nominations by giving public notice to the congregation at least four weeks prior to the election of the opportunity for voting members to nominate candidates for any elected position. The nominating committee shall accept nominations for at least two weeks, and shall consider all nominations according to the qualifications for elected positions set forth in these Bylaws. Any voting member of the congregation may nominate any other voting

member of the congregation or themselves. No person shall be nominated without his or her consent. Prior to giving consent, all nominees shall receive a copy of this Constitution and these Bylaws. Except for the one Board of Education member who is not required to be a member of the congregation, all nominees must be voting members of the congregation. Nominees for the Board of Elders must be male per Article 4 (B) of the Bylaws.

3. All member nominees shall be qualified by the immediately preceding Council of Elders for spiritual maturity as evidenced by regular attendance in worship, Communion, and Bible study. Non-member nominees for the Board of Education shall be qualified by the immediately preceding Council of Elders based on their spiritual fitness for this office.
4. Nominees should have education, experience or expertise in areas relating to the position to which they are nominated.
5. The nominating committee shall develop a slate of candidates to stand for election to fill the positions of President, Vice-President, Secretary, the chairs of the boards and the membership for each of the boards. The slate of nominees and a short biography for each nominee shall be made available to the congregation at least two weeks prior to the election.
6. All officer and board chair positions shall be elected for two year terms. At this first election only, however, the individuals elected to the positions of Secretary, Chair of the Board of Finance, and Chair of the Board of Administration shall be elected for a three-year term, but will not be eligible for reelection to a second consecutive term to the same position.
7. At the Voters' Assembly meeting, a written ballot will be provided on which the names of all candidates for each position will be listed. Voting members shall vote for the number of candidates equal to the number of vacancies in each position.
 - a. If no candidate receives a majority of the votes in an election for an officer or a board chair position, the individual with the lowest number of votes will be dropped from the ballot. Subsequent elections will be held until one of the candidates receives an affirmative vote of a majority of the voting members present.

- b. In a board member election in which there are more candidates than vacancies, the vacancies will be filled in order by ranking the candidates based on the number of votes they receive.
 8. Officers, board chairs, and members of all boards shall begin their terms immediately upon election. They shall be installed into office in a public worship service of the congregation.
- C. Beginning two years after the adoption of this Constitution and these Bylaws, elections will be held every year at the annual meeting of the Voters' Assembly. In these subsequent elections, officers and board chairs (but not other members of the boards) shall be elected. The President, Vice President, the Chair of the Board of Elders, and the Chair of the Board of Education shall be elected for two-year terms in even-numbered years; the Secretary, the Chair of the Board of Finance, and the Chair of the Board of Administration shall be elected for two-year terms in odd-numbered years. These elections shall be held pursuant to the following procedures:
 1. The Council will appoint a nominating committee consisting of at least five members, who shall be approved by the Board of Elders. There shall be no more than two members of the Council and exactly one member of the Board of Elders on the nominating committee.
 2. Prior to election, the nominating committee shall request nominations by giving public notice to the congregation at least six weeks prior to the election of the opportunity for voting members to nominate candidates for any elected position. The nominating committee shall accept recommendations for at least two weeks and shall consider all nominations according to the qualifications stated in the Bylaws. Any voting member of the congregation may nominate any other voting member of the congregation or themselves. No person shall be nominated without his or her consent. Prior to giving consent, all nominees shall receive a copy of this Constitution and these Bylaws. All nominees must be voting members of the congregation. Nominees for the Board of Elders must be male per Article 4 (B) of the Bylaws.
 3. All nominees shall be qualified by the Board of Elders for spiritual maturity, as evidenced by regular attendance in worship, Communion, and Bible study.
 4. Nominees should have education, experience or expertise in areas relating to the position to which they are nominated.
 5. The nominating committee shall develop a slate of candidates to stand for election to fill the positions up for election that year. The slate of nominees and a short biography

for each nominee shall be made available to the congregation at least two weeks prior to the election.

6. At the Voters' Assembly meeting, a written ballot will be provided on which the names of all candidates for each position will be listed. Voting members shall vote for one candidate for each position. If no candidate for a position receives an affirmative vote of a majority of the voting members present, the individual with the lowest number of votes will be dropped from the ballot. Subsequent elections will be held until one of the candidates receives an affirmative vote of a majority of the voting members present.
 7. Newly-elected officers and board chairs shall begin their terms on the first day of the new fiscal year following their election and shall be installed into office in a public worship service of the congregation.
- D. The members of the boards, except for the chair, shall be self-perpetuating.
1. When a vacancy occurs on a board, notice will be given to the congregation in order to allow voting members two weeks following the notice to nominate candidates for the vacancy. After receiving nominations, the remaining members of that board will provide the Board of Elders with the names of the nominees, who must meet all of the requirements for holding a board position set forth in these Bylaws.
 2. The board will by a majority vote select from the list of nominees approved by the Board of Elders a proposed new board member, the name of whom will be presented to the Council for approval.
 3. In the case of a vacancy of a board chair during his/her two year term, the procedures in this section (D) shall be followed. Following approval by the Council, the chair will serve on an interim basis until his/her name can be presented to the Voters' Assembly for approval at its next regularly scheduled meeting.
- E. Any voting board member who fails to carry out his or her duties of office may be removed from office in Christian and lawful order by the board by an affirmative vote of a majority of the board members present at a properly convened board meeting. Such action is subject to approval by the Council.
- F. Every two years following the initial election of the board members, each board shall present the newly elected Council with a proposed list of its board members (which may consist entirely of its current members), who shall be subject to approval by the Council.
- G. In the case of a vacancy in the President position, the Vice President will become the

President for the remainder of the President's term. In the case of a vacancy of the Vice President or Secretary positions, the Council shall appoint a successor to fill the unexpired term. Service for more than one-half of a term shall constitute a full term.

- H. Except as provided in section (B) (6) of this Article, an officer or board chair may serve in his/her particular position for no more than two consecutive terms. Immediately thereafter, that individual may be elected to a different officer or board chair position. That individual may run for another term for an officer or board chair position s/he has previously held as long as s/he has been out of that position for at least two years.

ARTICLE 11: COMMUNICATIONS WITH CONGREGATION

- A. Minutes of all Voters' Assembly, Council and board meetings shall be maintained in the church/school office, and shall be made available to voting members upon request. Written minutes from the previous meeting will be presented at each meeting, and will be approved by a majority of the voting members present at the meeting.
- B. All Council and board meetings shall be open to voting members, except when the Council or board goes into executive session in order to discuss private or confidential matters.

ARTICLE 12: RULES OF ORDER

In addition to principles laid down in Scripture and in the Constitution and Bylaws of this congregation, accepted parliamentary procedures such as Robert's Rules of Order shall be followed.

ARTICLE 13: AMENDMENTS

These Bylaws may be amended in a properly convened meeting of the Voters' Assembly. Notice of the intent to amend the Bylaws must be made in accordance with the provisions of this Constitution and these Bylaws.

- A. Amendments to the provisions of these Bylaws may be made at a properly convened Voters' Assembly meeting by an affirmative vote of a majority of voting members present.
- B. The revised Bylaws shall, as a condition of continued membership in good standing in the LCMS, be submitted to the President of the Northern Illinois District for review by the

District's Constitution Committee and favorable action by the District's board of directors before being adopted by the Voters' Assembly.