

**BY LAWS TO THE CONSTITUTION OF
SHEPHERD OF THE HILLS LUTHERAN CHURCH
SAN ANTONIO, TEXAS**

ARTICLE 1: MEMBERSHIP

A. APPLICATION FOR MEMBERSHIP - PROCEDURE

1. Applicants for communicant membership in this congregation shall submit an application for membership. Applicants who comply with Article 4 of this Constitution shall be accepted as members. Applicants not familiar with the doctrines and confessions of the Lutheran Church shall be invited to attend a course of instruction and to make profession of their faith before being received as members.
2. Consistent with Synodical Guidelines 4.2, applicants from sister congregations shall submit a letter of transfer from their former congregation to establish their eligibility for membership. In the case of applicants whose previous membership in a Lutheran congregation has lapsed, the Pastor may arrange for a period of re-instruction prior to reaffirmation of faith for such applicant with the consent of the Board of Elders and Deaconesses.
3. After applicants have given satisfactory evidence of their eligibility in accordance with the two preceding paragraphs, they shall be accepted as members. The roster of new members shall be published in the various news media of the congregation. All new members will be asked to attend a New Member Orientation.

B. RESPONSIBILITIES OF MEMBERSHIP

In accordance with the Word of God, members of this congregation are called to:

1. Grow in the Christian faith and life through faithful use of the means of grace by:
 - a. Worshiping and attending the Lord's Supper faithfully and frequently.

Adopted May 1, 2006

b. Studying the Scriptures at home and in fellowship with other members of the congregation.

2. Pray for one another

3. Live a morally decent life before God, abstaining from open works of the flesh (Galatians 5:19-21), and so conducting themselves at all times as to bring credit rather than blame upon the Church of Jesus Christ.

4. Cheerfully contribute toward the maintenance of the congregation and the extension of the Kingdom of God at home and abroad to the limit of their financial ability.

5. Place their God-given gifts and talents at the disposal of the Pastor(s), the officers, and other agencies of the congregation as set forth in its Constitution and By Laws, so that the functions of the congregation may be effectively implemented.

6. Conscientiously and prayerfully exercise their right of suffrage in all measures that will advance the work of Christ's Kingdom both locally and in the church-at-large.

7. Willingly serve in any office or capacity for which their gifts and talents equip them.

8. Assist with wholehearted diligence in administering the temporal and spiritual affairs of the congregation.

C: DISCIPLINARY PROVISIONS FOR THE CONGREGATION

All discipline in the congregation shall be administered in accordance with the order of discipline laid down in Matthew 18:15- 20, I Corinthians 5:1-5, and other related New Testament passages. The following procedure shall be followed under the direction of the Pastor(s) and the Board of Elders and Deaconesses.

a. **Transfers:** A member desiring transfer to another Lutheran congregation shall inform the church office and a letter of transfer shall be issued. The Board of Elders and Deaconesses shall report all transfers to the congregation via church publications and at the next regular Congregational Meeting.

b. **Joining Other Churches:** In cases where communicant members of this congregation have joined a non-Lutheran congregation, they shall be deemed to have terminated their membership in this congregation, forfeiting all rights and privileges of such membership. Their names (s) shall be removed from the membership list of the congregation and this action reported at the next regular Congregational Meeting.

c. **Whereabouts Unknown:** The names of the members whose whereabouts are unknown and cannot be established within a period of 12 months shall be removed from the membership list of the congregation. Such membership is terminated and shall be reported as such at the next regular Congregational Meeting.

d. **Excommunication and Self-Exclusion:** Communicant members who have not communed for three months will receive a phone call or note from the Board of Elders and Deaconesses acknowledging their absence. The same action shall be repeated if six months go by without attendance at the Sacrament. Members who have not communed for 12 months will receive a visit from the Elder or Deaconess to whom they have been assigned to admonish and encourage the member to return to regular attendance at worship and reception of the Sacrament.

(1) If a member is absent without due cause for 18 months such absence shall be interpreted as self-exclusion from the congregation and the member shall be informed by regular mail to have excluded himself or herself from membership in this congregation. Members who have excluded themselves from membership in this congregation shall always be welcomed to return. The services of the congregation shall continue to be available to them the same way that they are available to the community at large and will be offered to them in the hope that God will use such efforts to return them to a closer walk with him and with this congregation.

(2) Excommunication is the declaration that a person is no longer a Christian and is to be carried out with extreme caution. Every effort will be made to correct members who openly adhere to false doctrine, give evidence of an immoral or offensive life or willfully despise the preaching of the Gospel and the administration of the Sacraments. When it is obvious beyond a doubt that a member of the congregation is no longer a Christian, it is the congregation's responsibility to pronounce the judgment of excommunication on the member. Such judgment shall be initiated by the Board of Elders and Deaconesses and ratified by the congregation at a regularly called meeting. Just as the father in the Savior's parable of the prodigal son, the church must always anxiously hope for, anticipate the return of all its straying members and move to separate itself from them only with the greatest regret and slowness.

(3) While primary responsibility for church discipline lies with the Board of Elders and Deaconesses, in His Word God calls all His people to be responsible for one another, to turn erring brothers and sisters from their sin and to encourage and build up one another in the faith.

(4) Persons who have been removed from membership for whatever reason shall be restored with all rights and privileges when they repent and ask forgiveness by faithfully and obediently returning to active participation in the full life of the congregation.

ARTICLE 2: STAFF

A. PROCEDURE FOR CALLING AND CONTRACTING STAFF

1. The Board of Elders and Deaconesses shall initiate the process for calling or contracting all staff positions in the Church by appointing a search ministry team. A list of candidates shall be constructed by every appropriate available means including the church at large. The search ministry team shall take the necessary steps and make every effort to identify the best candidate available and propose that candidate to the congregation at the earliest opportunity.
2. At the next regular meeting of the congregation or a specially called congregational meeting, the voting members shall accept or reject the candidate by simple majority vote. It shall be the duty of the President to see that the notice of this election is delivered promptly to the candidate in whatever manner the voting membership shall deem advisable.
3. The Board of Education shall initiate and carry out the process for calling and contracting all school staff in compliance with the procedures outlined in the School and Childcare Policy Handbook. All School staff decisions shall be reported to the congregation at the next regular or specially called meeting of the congregation.

B. THE PASTORAL OFFICE

1. The office of the ministry is a divine institution, clearly distinguished in Scripture from the priesthood of all believers. All Christians are priests before God who calls and empowers us in Baptism to "show forth the praises of him who called us out of darkness into his marvelous light." (I Peter 2:9) Within this priesthood some are called to a special office in the church to be stewards of the mysteries of God, (I Corinthians 4:1) that is, to publicly administer, on behalf of the congregation, the means of grace which God has given to the local congregation.
2. The Pastoral Office is the primary office in the congregation from which all other offices of the congregation issue. The congregation may establish as many auxiliary offices as its needs require and determine what work is to be assigned to such offices. Through a Call of the congregation, God confers on pastors the authority to carry out the responsibilities of their office.
3. Upon being installed, the Pastor is authorized and obligated to proclaim to the congregation, publicly and privately, 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 of the year 1580. He is further required to:

- a. Administer the sacraments in accordance with their divine institution;
- b. Discharge toward all members of the congregation the functions of a minister and curator of their souls in an evangelical manner. In particular to visit the sick and the dying and to admonish indifferent and erring members;
- c. Oversee all aspects of Bible study, in particular the process of leading both children and adults to communicant membership;
- d. Guide the congregation in applying the divinely ordained discipline of the Church;
- e. Guard the spiritual welfare of the youth of the congregation by providing spiritual leadership and oversight in the educational agencies and the various youth organizations within the congregation;
- f. Serve as an example by Christian conduct and to do all that is possible to build up the congregation and to advance the Kingdom of Christ.

4. By reason of his position, the Pastor is not only a servant and steward of God but also of the congregation. The Pastor(s) shall have the authority and responsibility for supervising the musical portion of all worship services, in conjunction with the Board of Elders and Deaconesses, so that it is at all times in harmony with the doctrine and practice of the Lutheran Church - Missouri Synod. Members of the congregation are obligated to accord the Pastor(s) honor, love and obedience in his ministry of God's Word, and to support his efforts with diligence and faithful prayers; to help him in the discharge of his duties by cordial one-mindedness, by willing readiness, by peaceable conduct, and in every other way possible; and to provide for his maintenance according to the ability of the congregation.

5. In calling a Pastor to preach the Word of God and to administer the sacraments on their behalf, the members of the congregation exercise their royal priesthood and by no means relinquish it. This is the privilege and responsibility of all members of the Church.

C. THE OFFICE OF TEACHER AND PRINCIPAL

- 1. The office of a Called Teacher is the authority God confers upon an individual through a Call of the congregation to perform the duties of the teaching office in all its parts according to the Word of God and the needs of the congregation.
- 2. Upon being installed, called teachers are authorized and obligated to instruct and train the children under their care diligently and faithfully in the Word of God as contained in the canonical books of the Old and New Testaments and confessed in the

confessional writings of the Lutheran Church and found in the Book of Concord of 1580, and to base such instruction on the Small Catechism of Dr. Martin Luther. Teachers will further:

- a. Accord students through Christian education in branches of learning prescribed by a course of study adopted or approved by the congregation through its Board of Education;
- b. Maintain Christian discipline in the school and to this end employ such means as are in accord with the Holy Scriptures and within the bounds of Christian reason and justice;
- c. Serve the congregation as an example of Christian conduct, endeavoring earnestly to live in brotherly unity with their Pastor(s) and fellow Teachers,
- d. Work under the supervision of the Pastor(s), Principal and the Board of Education,
- e. By the grace of God, do everything possible within the sphere of their calling towards the promotion of the school and the general advancement of the Kingdom of Christ, both locally and generally;
- f. Perform such other offices as are in the interest of Christian education and to the welfare of the church and school and as have been mutually agreed upon, as the circumstances of the congregation may require and as time and ability may permit.

3. The following duties are assigned to the Principal, who shall:

- a. Represent the school whenever representation of the school as a whole is necessary and endeavor to work for the efficiency of the entire school.
- b. Exercise this office in a climate of brotherly unity, and serve as educational leader of the school.
- c. Lead all colleagues in zeal for, and devotion to, the school and its improvements as an educational agency and a Christian institution.
- d. Keep the Pastor(s) fully informed as to school activities and problems, counsel with the Pastor(s) and strive to manage and lead the school in accordance with the Pastor's spiritual advice based on the Word of God.
- e. Serve as executive advisor to the Board of Education. The Principal shall keep the Board of Education informed as to the courses of study outlined by the LCMS Board of Parish Education of Synod and State Department of Education. The Principal shall administer the policies established by this board.

f. Submit a report on some area of schoolwork at every regular meeting of the congregation.

g. Supervise instruction in the school; have charge of enrollment, attendance, hygiene and sanitation, decorum, safety and records.

h. Be responsible for supervising the school lunchroom program.

i. Endeavor to advance professionally.

j. Prepare and administer the school budget in cooperation with the Director of Operations, school staff and the Board of Education.

4. Members of the congregation are obligated to:

a. Receive the Teachers as servants of the Word;

b. Honor and love them as such;

c. Keep our children in true Christian submission to their rule and training;

d. Support their work among us with diligent, faithful assistance and prayer

e. Render the discharge of their duties pleasant for them by peaceable conduct and in every other possible way;

f. Encourage them by word and deed;

g. Aid them in the maintenance of Christian discipline in school;

h. In love and respect, to provide for their maintenance according to the ability of the congregation.

D. ALL OTHER STAFF POSITIONS

All who are Called or contracted to serve this congregation shall carry out the duties of their individual office in all its parts according to the Word of God and the needs of the congregation as defined in respective job descriptions kept on file in the Church office. Every staff member shall conscientiously devote himself or herself to the work of God in this place and shall further:

a. Represent the congregation, officially and unofficially, in a way that causes only good to be spoken of it;

- b. Work in collegial unity with all other staff members;
- c. Serve as executive advisor to any boards or Ministry Teams directly related to his or her field of responsibility;
- d. Submit regular written reports to the Board of Directors and written or oral reports at regular Congregational Meetings as specified.

E. DISCIPLINARY PROVISIONS FOR THE STAFF

1. All discipline in the congregation shall be administered in accordance with the order of discipline laid down in Matthew 18:15- 20, I Corinthians 5:1-5 and other related New Testament passages. For pastors, the following procedure shall be followed under the direction of the Board of Elders and Deaconesses. All church staff positions are under the supervision of the congregation via the Board of Elders and Deaconesses via the Senior Pastor. The Director of Pastoral Care and Supervision reports to the senior pastor. For all other staff positions, the following procedure shall be followed under the direction of the Pastor and the Board of Elders and Deaconesses. For school staff positions, the following procedure shall be followed under the direction of the Pastor and the Board of Education.
2. Sufficient grounds for deposing a pastor or duly Called or contracted staff member shall be:
 - a. Persistent adherence to false doctrine
 - b. Scandalous life
 - c. Willful neglect of official duties or evident and protracted incapacity to perform the function of their office.
3. Charges on any of these counts shall be carefully investigated by the Board of Elders and Deaconesses or, in the case of a teacher, the Board of Education. Should such charges be substantiated by clear evidence, the individual involved shall first be given an opportunity to resign his or her position in the congregation. Such opportunity having been given and declined, the above mentioned Board shall, after consultation with the appropriate officers of the Texas District, LCMS notify the Voting Membership of the situation, and shall submit the matter for action at a special meeting of that body. A three-fourths majority vote of the Voting Members present shall be required to depose a pastor or called staff member. In the unfortunate event that the cause for dismissal involves unconstitutional or illegal acts, including specifically but not exclusively,

harassment and sexual abuse, there shall be no option for resignation and the worker shall be removed and held accountable.

4. Should the occasion to depose a pastor or called staff member ever arise, the intended deposition shall be sent by mail to all voting members and be made at the worship services on two weekends preceding the meeting at which such action shall be taken.

ARTICLE 3: OFFICERS AND BOARDS

A. NOMINATION PROCEDURE

1. At the March Congregational Meeting in an election year, the Board of Directors shall announce its selection of six (6) qualified Voting Members who, in consultation with the Pastor and the Director of Equipping Ministries, shall serve as the Nominating Ministry Team. Through the month of April voters may submit to the Ministry Team the names of candidates for every office in the congregation. Only communicant members of the congregation who are eighteen (18) years of age or over shall be considered for service in elected positions.

2. As soon after the March Congregational Meeting, the Nominating Ministry Team shall prepare a unified ballot listing the candidates for President, Vice-President, Secretary, Financial Secretary, up to five (5) members-at-large, Head Elder, elders and deaconesses, Director of the Board of Education and members of the Board of Education. This ballot shall be presented to the congregation no less than three weeks prior to the May congregational meeting.

3. In compliance with Scripture and the requirements of The Lutheran Church – Missouri Synod, only males shall serve as Elders. Both males and females may be nominated for service and may serve in any other office within the congregation.

B. ELECTION PROCEDURE

At the May congregational meeting the congregation shall accept or reject the ballot.

C. INSTALLATION OF OFFICERS

Newly elected officers and board members shall be installed at the conclusion of the May congregational meeting.

D: TERM OF OFFICE

Service as President, Vice-President, Secretary, Financial Secretary, Head Elder and the Director of the Board of Education is limited to (2) two-year terms for a total of four years in office. There is no limit on the number of years other Board or Ministry Team members may serve.

E: DUTIES OF OFFICERS

1. The President of the congregation shall:

a. Preside at all Congregational Meetings and Board of Directors meetings;

b. Enforce the Constitution and By Laws of the congregation and carry out the expressed will of the congregation as embodied in the resolutions of the voters;

c. Serve as ex-officio member of all Ministry Teams, auxiliaries, groups, etc. in the congregation, shall be welcome at any and all meetings, either in person or as represented by such person or persons as he or she may appoint;

d. Coordinate the functions, plans and activities of the congregation in all its parts for the total furtherance of the work of Christ's Kingdom in our midst;

e. Direct a yearly review of the financial business processes; the review will be done by a qualified CPA (or tax equivalency), and should be complete by June 30th for the preceding year. The financial business process review will cover the following areas:

(1) Income to the Church: Review the process of all collections, contributions, and all other types of income to ensure proper deposit and correct posting to all accounts and verify confidentiality of member's contributions.

(2) Operating Expense:

(a) Review disbursement process to ensure proper checks and balances.

(b) Review operating expense chart of accounts to ensure that they are being used in a consistent, logical manner that is in accordance with Generally Accepted Accounting Principles (GAAP).

(c) Review detail sample of disbursement process to check for compliance to procedures.

(d) Review non-routine disbursement process to ensure adequate checks and balances are being observed.

(3) Other Financial Processes: Review any other financial business process that is deemed critical by the person conducting the review. The intent of the review will be to determine if the financial business of the church is being conducted in such a manner as is befitting our Congregation's commitment to the service of our Lord.

2. The Vice-President of the congregation shall:

- a. In the absence of the president, act for and in the stead of the President.
- b. Be available for whatever duties the President shall assign to him as his representative.

3. The Secretary shall:

- a. Be present at all Congregational Meetings and at all meetings of the Board of Directors;
- b. Enter the minutes of all meetings in a permanent record book over the Secretary's signature;
- c. Conduct all official correspondence of the congregational boards and Ministry Teams under the supervision of the President
- d. Perform all the duties normally pertaining to this office and such additional duties as the voters may delegate.

4. The Financial Secretary shall, in cooperation with the Administrative Assistant, be responsible for ensuring the accurate recording of congregational receipts and disbursements according to proper accounting procedures

F. BOARD OF DIRECTORS

1. The Board of Directors shall:

- a. Guide and direct the congregation in the development and achievement of both short-term and long-range goals and objectives for the expansion of Christ's work in our midst;
- b. Prepare the agenda for the five (5) regular Congregational Meetings;
- c. Set the dates and times for the Congregational Meetings;

d. Appoint the Nominating Ministry Team as required and at the time required;

e. Fill unexpired terms or shortages of elected personnel by appointment, until the Voting Membership can elect a successor in the case of church officers;

f. Review, amend as necessary and recommend to the voters for approval congregational policies and procedures drawn up by the various boards and/or church officers.

2. Monthly written reports of Board activities in the form of Minutes will be published and posted on the Bulletin Board in the church lobby.

3. The Director of Operations and the Administrative Assistant are ex-officio members of this Board.

G. BOARD OF ELDERS AND DEACONESSES

1. The basic objective of this board is to attend to the spiritual welfare of the Pastor(s) and congregational members, individually and corporately. That God's people may grow in faith and Christian living, the Elders and deaconesses shall:

a. Supervise everything pertaining to congregational worship including ushering and music,

b. Assist the Pastor(s) with his counsel in difficult pastoral cases, admonish negligent and delinquent members,

c. Investigate cases of severe financial need within the congregation, taking such action as necessary to afford relief,

d. Lead the congregation in the exercise of Christian stewardship of presence, prayers, gifts and service,

e. Together with the Pastor(s) supervise and provide leadership for the education and training in God's Word, Church doctrine and discipline for all youth and adults seeking communicant membership in the congregation.

2. Female Communicant members of the congregation shall likewise be elected Deaconesses by the voting members at a congregational meeting and will serve in an advisory role on the Board of Elders.

3. Monthly written reports of Board activities will be published and submitted to the Board of Directors.

H. BOARD OF EDUCATION

1. The Board shall be responsible for the day-to-day operations of the parochial school, including the school's finances. The Christian Day School Principal and the supervisor of the Child Care Facility shall be ex-officio members of this board.

2. Monthly written reports of Board activities will be published and submitted to the Board of Directors.

3. The Board is responsible for the preparation of an Annual Operating Budget.

I. MINISTRY TEAMS

1. Each Ministry Team shall initiate and carry out such activities and programs within the congregation as will enable it to effectively perform the functions and duties assigned to it by the Constitution and By Laws, or by specific resolution of the voting membership.

2. Each Ministry Team shall be empowered to administer all funds set aside for its work by budget appropriation or by special resolution of the Congregational Meeting. The voting membership may, at its discretion, restrict such expenditures to conform to the actual financial condition of the congregation at any given time. Each Ministry Team shall be jointly and severally liable for all expenditures not authorized either by the budget or by special resolution of the congregation.

3. Upon establishment, each Ministry Team will elect a leader and a recorder. Monthly written reports of Ministry Team activities will be prepared and submitted to the Board of Directors.

4. Organization and Meetings of Ministry Teams

a. Each Ministry Team shall be under the direct control and supervision of the leader of that Ministry Team. Following the election, the leader shall designate and appoint those individuals who are to be responsible for various phases of the work of that Ministry Team. Such appointments are to be made within two weeks of the date of their election, and notification of such appointments is to be given to the President of the Congregation for publication in the manner he deems most advisable.

b. The time and frequency of meetings shall be at the discretion of the members, except that, for good and sufficient reason, either the President or the Pastor(s) may call a meeting at any time. Meetings thus called shall be classified as special meetings, and each person involved shall be notified of the date, time and purpose of such a meeting.

J. DISCIPLINARY PROVISIONS PERTAINING TO CHURCH OFFICIALS

Officials of the congregation who for any reason become incapable of carrying out their respective duties or willfully neglect the duties of their office shall resign their position in this congregation. If necessary, they may be deposed by two-thirds majority vote of the voting members present at a regular Congregational Meeting. The Board of Elders and Deaconesses shall initiate such disciplinary action. When an office is vacated by deposition, resignation, death, or excommunication of the incumbent, a successor to such Office shall be elected at the next regularly scheduled Congregational Meeting. In the unfortunate event that the cause for dismissal involves unconstitutional or illegal acts, including specifically but not exclusively, harassment and sexual abuse, there shall be no option for resignation and the individual shall be removed and held accountable.

ARTICLE 4: MEETING OF THE CONGREGATION

A. Regular meetings

1. Regular meetings of the congregation shall be held five (5) times during each calendar year, on or about the fourth Sunday of the following months: January, March, May, September and November. Dates and times of all Congregational Meetings shall be set by the Board of Directors. The November Congregational Meeting shall include consideration and acceptance of the Spending Plan for the following year.
2. All communicant members of the congregation are expected to attend the Congregational Meetings and may submit recommendations or participate in a discussion of any given item of business before the congregation.
3. Every Congregational Meeting shall be announced at the worship services on the weekend preceding the date of the meeting.
4. The President shall, with the consent of the Board of Directors and in the interest of efficiency and order, establish the agenda for all Congregational Meetings.

B. Special Meetings

Special Congregational Meetings may be called by the Board of Elders and Deaconesses, the Pastor(s), the request of any Board, or at the request of 10 voting members of the congregation. Notice of the date and time of such a meeting, and of the nature of the business to be transacted, shall be given at the worship services on the weekend preceding the date of the meeting.

ARTICLE 5: QUORUM

1. The qualified voting members present at a properly convened Congregational Meeting shall constitute a quorum. Decisions shall be made by simple majority vote unless otherwise specified in this Constitution or By Laws.
2. In the event of a tie vote, the President shall cast the deciding ballot.
3. There shall be no voting by proxy.
4. In general, for purposes of order, Robert's Rules of Order shall prevail.

ARTICLE 6: AMENDMENTS

1. These By Laws may be amended at any Congregational Meeting by a simple majority vote, provided:
 - a. That a motion to submit for consideration such proposal to amend has been made at a regular Congregational Meeting or
 - b. That the entire Voting Membership has been advised of the nature of the proposed changes and of the date of the meeting, at which the proposed amendment is to be acted upon, at least 14 days in advance.
2. All amendments to the By Laws or to the Constitution shall be recorded in the official copy of the Constitution and By Laws in the possession of the current Secretary of the congregation.
3. All changes to the Constitution will be submitted to the Constitutional Review Committee of the Texas District of the Lutheran Church – Missouri Synod for review and approval.