

lutheran congregations in mission for christ

BY-LAWS

These by-laws are duly adopted by and govern the affairs of Lutheran Congregations in Mission for Christ (LCMC).

By-Law Section 1 – Membership and organizational principles

- 1.01 LCMC is an association of congregations and, subject to the provisions of the constitution of LCMC and these by-laws, the voting members of this association shall be member congregations. For purposes of these by-laws, LCMC is also designated as “this association.”
- 1.02. A congregation is a community of baptized persons gathered around Word and Sacrament. It serves as God’s people in the world, nurturing its members and reaching out in witness and service to the world. Each member congregation of this association shall adopt governing documents and govern itself in such a way as to involve its members in fulfilling the definition, purpose and functions of the congregation. This association does not direct, control or supervise the affairs of individual congregations except as specifically provided in the constitution.
- 1.03. LCMC shall recognize, receive and maintain a list of its member congregations. Member congregations shall, by their practice and their governing documents:
 - a. Preach the word and administer the sacraments in accord with the Augsburg Confession;
 - b. Uphold and subscribe to the constitution of this association;
 - c. Agree to call pastors who actively uphold and subscribe to the constitution of this association and,
 - d. Support the life and work of this association by their practice, their governing documents and by written commitment to this association,
 - e. Shall provide current census information as requested by the Board of Trustees including but not limited to the number of members, appropriate congregational contact information and identity of pastoral staff.
- 1.04. A congregation may terminate its membership in this association by:
 - a. Terminating its relationship with the association by following such internal congregational procedures as are required by that congregation and giving written notice to the association that it no longer desires to be a member of the association.
 - b. Ceasing to exist.
 - c. Taking action to dissolve as a congregation.

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- 1.05. A member of this association may be removed by a three-quarters vote of the members of the Board of Trustees present and voting provided, however, that:
- a. The Board of Trustees shall give at least 60 days written notice of intent to seek termination of membership in the association;
 - b. Membership termination shall be ratified by a two-thirds vote of the next national convention;
 - c. Following action by the national convention, notice of termination of member be transmitted to members of the association who shall have one year from the date of transmittal to reject membership termination;
 - d. A member of this association subject to membership termination procedures shall remain in good standing unless suspended by the Board of Trustees as provided in the LCMC constitution.
- 1.06. Individuals not belonging to member congregations who desire associate status in LCMC, upon completion of an application in the form determined by the Board of Trustees, may become associates of LCMC. Subject to such rules as the Board of Trustees may adopt, associates shall be entitled to voice, but not vote, at conventions and assemblies of the association. Associates may be appointed by the Board of Trustees to a task force or a committee of the association; and following appointment, shall be entitled to voice and vote at the meetings of the task force or committee. Following at least thirty (30) days written notice, the Board of Trustees may revoke associate status upon a two-thirds vote of the members of the Board of Trustees then present and voting.
- 1.07. There shall be no quotas for service on association boards, commissions, task forces, committees or the Board of Trustees.
- 1.08. Unless otherwise specifically prohibited by these by-laws or the constitution of this association, congregations shall be free to organize in a manner deemed most effective by those congregations in support of the purpose and objectives of this association.

By-Law Section 2 - Ministry

- 2.01. Member congregations of this association may call and ordain pastors who subscribe to the standards laid out in the Statement of Faith as set out in Article 2 of the LCMC Constitution. Called and ordained pastors of this association may belong to clergy rosters of another association or church. Member congregations are not required to seek or receive approval from this association before calling men or women to serve in a pastoral capacity regardless of whether or not such persons are identified on any LCMC list of pastors.

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- 2.02. Ordained ministry is ordered: The Holy Spirit institutes the office and calls some to its public exercise and it is to be done in an ordered fashion. Articles 5 and 14 of the Augsburg Confession provide the basic contours to understanding a Lutheran concept of ministry. The congregations have the authority to fill and regulate the office and the responsibility to support it. The authority of the office itself is rooted in the Word its holders are called to proclaim. The congregation and the pastor both stand under this authority. The reason for the office is to see that what is preached in the church is the gospel of Jesus Christ.
- 2.03. In order to assist congregations in calling qualified men and women for the public ministry, LCMC establishes ministry standards for its clergy. The following standards additionally constitute the formal basis for the exercise of any possible discipline to which our clergy are subject.
- a. As set out in Article 2 of the LCMC Constitution, all pastors of this association shall preach and teach in accordance with the Holy Scriptures, the LCMC Statement of Faith and the Confessions referenced therein.
 - b. In their preaching, these pastors adhere to a sound biblical, evangelical, confessional, and pastoral hermeneutic, founded upon the proper distinction between Law and Gospel,
 - c. These pastors recognize that, additionally, they are called upon to set an example of the faith in their lives (I Tim. 3, 4:11-12, Phil. 3:17, II Thess. 3:9) and they will guard against anything in their person that would place a stumbling block to the hearing and trusting of anyone in the proclamation of the Gospel. For example, they will seek to remain faithful in marriage between one man and one woman and sexually chaste in all other relationships.
- 2.04. Ministry standards, once adopted by this association upon the recommendation of the Board of Trustees, or upon the recommendation of a Board of Ministry, may be amended only by the national convention of this association and any such amendments must be ratified by an affirmative vote of a majority of member congregations of the association. Any amendment to the ministry standards of this association shall first be made in writing to the Board of Trustees for review and comment and shall thereafter be submitted through the national convention of LCMC for approval or disapproval. Following approval by the national association, any amendment to the ministry standards of this association shall, within one year of the date of approval by the national convention, be ratified by a majority of the member congregations of this association. Any unratified amendment shall not be effective. The Board of Trustees, on its own motion, may submit proposed changes to the ministry standards of this association but notice of any such changes shall be made in writing at least 6 months prior to a national convention of this association and shall also be ratified as provided by this paragraph. The Board of Trustees shall have the authority to establish interim ministry standards until the first national convention of this association.
- 2.05. The Ministry Board of this association shall:
- a. recommend standards for certification of pastors serving members of the association.
 - b. maintain a list or roster of pastors who serve association members. The list shall consist of
 - (1) all pastors serving under call in any member congregation of the association, (unless they are rostered with another denomination and request not to be listed in LCMC),

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- (2) all persons who have formerly served as pastors in congregations and are now available for call.
 - (3) all persons who seek calls in the association and have completed the Ministry Board certification process
 - (4) all retired or emeritus pastors of the association.
 - 2.06. Certification in LCMC represents that an individual has demonstrated ministry training credentials according to the Ministry Standards of LCMC, signed the Certification Form, including acceptance of the LCMC Statement of Faith, received approval in a Certification interview; and received affirmation by the LCMC Ministry Board.
 - 2.07. Certification is not designed as a predictor of safety or suitability for any particular context. The responsibility for such judgments remains with the calling congregation.
 - 2.08. The Board of Trustees may revoke certification (or decertify) a pastor. The Board of Trustees shall establish a procedure for inquiry, discipline and, if warranted, decertification. Decertification disqualifies a pastor from being a delegate to, or to have voice at, the national convention. A decertified pastor may not serve as a trustee or officer of this association or its districts.
 - 2.09. Pastors serving in Contract Calls for whom there is cause for removal will be subject to the inquiry and discipline referenced in 2.08. If warranted, the pastor serving a Contract Call will be removed from LCMC's list of pastors in good standing.
 - 2.10. A congregation has the right to retain a pastor, either under call or employment, after the pastor has been decertified or been removed from the list of pastors in good standing. However, if a member congregation retains the services of such a pastor, the Board of Trustees may determine that this is sufficient cause to initiate a process of suspension and removal of the congregation under LCMC Constitution 4.03.

By-Law Section 3 - Statement of Purpose and Objectives

- 3.01. The purpose of this association is to support our common mission to bear witness to the good news that sinners are put right with God by faith alone in Jesus Christ, to resist any corruption of this gospel, and to serve and support fellow congregations who seek to do likewise. Looking only to the cross of Christ, we proclaim God's word as law and gospel for the redemption of his people today.
- 3.02. To serve and support the member congregations of this association in their mission to proclaim the gospel, this association will, among other things:
 - a. Be available to assist congregations in calling pastors to the ministry of word and sacrament;
 - b. Assist pastors in obtaining calls to the ministry of word and sacrament;
 - c. Assist seminary graduates in the call and ordination process in first call congregations;
 - d. Assist in placement of chaplains for specialized services, e.g., military, medical, social services or special ministries of the association members;

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- e. Plant new mission congregations and support missionary ministries wherever God would lead us;
 - f. Assist individuals in obtaining the proper academic instruction to qualify to receive a call to a congregation in this association;
 - g. Encourage and support confessional Lutheran seminarians by providing, among other things, mentors and guidance through the seminary process;
 - h. Provide voluntary pension plans and employee benefits for church employees;
 - i. Sponsor inspirational and educational gatherings, foster fellowship and worship opportunities for all of God's children;
 - j. Strengthen Christ's body on earth by encouraging worship in our congregations, prayer for one another, and study of the Holy Scriptures, the Lutheran confessional writings and the theology of the cross;
 - k. Sponsor youth events that train young people in the beliefs and teaching of our faith, providing guidance and leadership training necessary to raise up a new generation of theologically grounded Christian leaders;
 - l. Support congregational confirmation and other faith building programs by providing members with sound theological resources and training;
 - m. Assist congregations in raising up and selecting candidates for the ministry of word and sacrament.
- 3.03. To serve and support member congregations in their mission to resist every corruption of the gospel (Galatians 5:1), this association will, among other things:
- a. Provide an evangelical, confessional Lutheran church home for congregations who seek to have their proclamation, teaching and witness shaped about what God has promised us and spoken to us in his law and gospel;
 - b. Uphold the statement of faith in word and deed by supporting and assisting member congregations when they are hindered from, or persecuted for, proclaiming the one true gospel revealed in Jesus Christ;
 - c. Support the ministries of those who serve God and neighbor in mission through our stewardship: financial, intercessory prayers, teaching, worship and fellowship;
 - d. Provide sound educational and worship resources for congregational use;
 - e. Encourage congregations to return to the confessions of the evangelical Lutheran church, to resist every coercion of the conscience or subversion of the pure gospel in the church and, where desirable, to join this association;
 - f. Sponsor conferences where confessional Lutheran theologians study and discuss issues challenging congregations, informing the association of their biblical, confessional and theological interpretation and witness;
 - g. Support congregations that have been harmed by confessional crises in conflict.

- 3.04. In accordance with the intent of this association to look only to the cross of Christ, proclaiming God's word as law and gospel for the redemption of his people today, this association shall support theological guidelines and declarations adopted by this association.

By-Law Section 4 - Our Declaration

- 4.01. Recognizing these declarations, attached to these by-laws and incorporated by reference, not as additional confessions of faith or as substitutions for confessions of faith, we believe them to be a witness in exposition of the Holy Scriptures and the confessions of the evangelical Lutheran church addressing the theological and confessional crisis challenging the church today. These declarations are intended to help us fulfill our mission to confess the gospel in its purity and to reject attempts to corrupt or obscure it. As a witness to the pure gospel of Jesus Christ, these declarations are neither laws nor prescriptions; we commend "Our Declaration" to assist in our preaching, teaching, pastoral care, evangelism and in the building of our faith community. We recognize, as we must, that as the context for our mission changes these declarations may need revision or augmentation.

By-Law Section 5 - Districts of the Association

- 5.01. Congregations, in their sole discretion, may join together in districts and shall adopt governing documents, budgets and other procedures that will allow districts to support the mission of the members of this association. Districts need not be organized along traditional geographic boundaries and may be united by, and organized for the support of, member congregations of this association using such criteria as district member congregations may choose from time to time to adopt. All such district organizations shall be self-supporting and shall be subject to supervision and direction by district member congregations.
- 5.02. This association, by action of the national convention of LCMC, may terminate, for cause, the affiliation between an LCMC district and LCMC by a two-thirds vote of those convention delegates present and voting at an LCMC annual convention. A motion to terminate the affiliation of a district with LCMC may be brought by the board of trustees or by any member congregation, provided, however, that the district affected shall be given sixty (60) days written notice of intent to make such a motion. The written notice shall state with specificity the grounds for terminating the affiliation of the district to LCMC. Termination of a district/LCMC affiliation shall not in any way affect the status of member congregations of this association. In the event of emergency circumstances, the Board of Trustees, after notice to the affected district and upon a three quarters (3/4) vote of the Board of Trustees, may suspend the affiliation of a district to LCMC, pending final action at the next annual convention of LCMC.

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- 5.03. Districts shall have such powers to promote and accomplish the objectives of this association that are specifically granted to those districts by member congregations and not otherwise prohibited by these by-laws or the constitution of this association. Districts shall have no legislative authority over the affairs of non District members or the Association.
- 5.04. Districts seeking to affiliate with this association shall acknowledge in writing, in a form approved by the Board of Trustees, the request to affiliate and shall also acknowledge consent to be governed by the constitution, by-laws, and all resolutions and actions of this association and shall also agree to the following nonexclusive requirements:
- a. All voting members of the District shall be LCMC congregations;
 - b. No district may make claim to the real estate of any member except for loans for the purchase or improvement of real estate duly documented and recorded or register in accordance with applicable state law;
 - c. District members may resign from district membership at any time and districts may not impose, other than a notice requirement, any conditions on the right of a district member to resign from district membership;
 - d. Districts may not impose restrictions on the right of district members to fully participate as members of this association.
- 5.05. In fulfilling the goals and objectives of this association LCMC districts shall cooperate with the Board of Trustees by:
- a. Keeping current lists of member congregations;
 - b. Keeping current lists of pastors who serve those congregations;
 - c. Seeking to keep the work of district ministry committees consistent, congruent and consonant with the candidacy and colloquy processes of the LCMC ministry committee, while keeping their exchange of information up to date;
 - d. Notifying all other districts of pastors who seek approval of, or certification from a district ministry committee (subject to reasonable confidentiality requirements unique to the call process).
 - e. Create and submit an annual report to the national convention summarizing district activity during the preceding year.
- 5.06. In its relationship to districts, the Board of Trustees of LCMC shall:
- a. Post promptly on the LCMC website changes in membership and pastoral lists;
 - b. Provide copies of communications to member congregations of the association;
 - c. Provide a census of the number of districts and member congregation in each district.

By-Law Section 6 - National Convention

- 6.01. The national convention of congregational delegates shall be the legislative authority of LCMC, and the powers of the national convention are limited only by the provisions of the articles of incorporation, the constitution (including but not limited to Article 2 of the Constitution) and by-laws of this association, and the national convention's own resolutions. The national convention shall meet annually in regular session but may meet as called by the Board of Trustees. The time and place of the national convention shall be determined by the board of trustees which shall give at least sixty (60) days written notice to member congregations of the date and place of any national convention of this association. Each congregation shall be entitled to delegates and alternates to the national convention of LCMC as set out in paragraph 5.02 of the constitution. The names of the delegates and any alternates selected by member congregations to represent the interests of the member congregations shall be provided to the Board of Trustees pursuant to such procedures as the Board of Trustees may adopt. Members of the Board of Trustees shall also serve as members of the national convention and shall have voice and vote.
- 6.02. The national convention, in addition to such other duties as are assigned to it by the constitution, the by-laws of this association or the member congregations as they may direct from time to time, shall also have the authority to establish boards and commissions to assist in the management of the affairs of the association.
- 6.03. The national convention is authorized to adopt continuing resolutions to assist in governing the affairs of the association that do not otherwise conflict with or are prohibited by the constitution or by-laws of this association.
- 6.04. The national convention shall be convened by the Board of Trustees of LCMC and shall occur annually. The national convention shall serve as an annual meeting of the association and the agenda may include but is not limited to, election of the Board of Trustees or the filling of any vacancies on the Board of Trustees, approval of the annual budget, approval of ministry standards or changes to ministry standards and such other business as may occur from time to time.
- 6.05. The Board of Trustees of LCMC shall convene a national convention of this association within sixty (60) days of submission of a written petition signed by twenty-five per cent (25%) of the then existing member congregations requesting a national convention.

By-Law Section 7 - Board of Trustees

- 7.01. Subject to the limitations of the constitution or the by-laws of this association, the business and affairs of LCMC shall be managed by or shall be under the direction of the Board of Trustees.
- 7.02. There shall be seven (7) to twelve (12) members of the Board of Trustees and each trustee shall hold office until the election of a successor trustee. Any person who is a member of an LCMC congregation shall be eligible for election to the Board of Trustees. Trustees shall be elected by area as provided in these bylaws. The number of trustees to be elected shall be determined by the national convention of this association

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upon the advice of the Board of Trustees. Until a successor trustee has been elected and qualified, the trustee to be replaced or succeeded shall continue in office. No trustee shall serve more than two consecutive three-year terms. For purposes of this provision, partial terms of office resulting from appointment to fill a board vacancy are not included in the term limitation.

- 7.03. Election of members of the Board of Trustees shall be by areas as determined by the national convention, and subject to rules adopted by the national convention not inconsistent with the LCMC constitution or bylaws. The number of areas shall correspond to the number of trustees, with the exception of the Treasurer of this association who shall be elected pursuant to paragraph 8.05 of these bylaws. Areas shall have approximately the same number of congregations; for purposes of determining areas from which elections to the Board of Trustees are to occur, the size of individual congregations is irrelevant. Subject to the provisions of this paragraph, areas may be reapportioned at any time by the national convention but shall be reapportioned whenever any area is more than fifteen percent (15%) larger or smaller than the average number of congregations in all areas. Following approval by the national convention of a reapportionment plan, that plan shall be effective for the next regularly scheduled trustee election. The Board of Trustees may, but is not required to, recommend reapportionment plans. Areas shall serve no other function except for the purpose of providing geographic balance in the election of member of the Board of Trustees.
- 7.04. There shall be no voting by proxy or absentee ballot by members of the Board of Trustees.
- 7.05. Meetings of the Board of Trustees may be held from time to time at any place the Board of Trustees may designate within or without the state of Minnesota. Either the chair or any three members of the board of trustees may call a board meeting by giving ten (10) days notice to all of the other trustees of the date and time of the meeting. The notice may be given by mail, telephone, electronic mail, facsimile transmission, or in person. If a meeting schedule is adopted by the board, or if the date and time of a board meeting has been announced at a previous meeting, no formal notice is required. A trustee may waive notice of a meeting of the board and such waiver is effective whether given before, at, or after the meeting and whether such waiver is given in writing, orally, or by attendance.
- 7.06. A majority of the trustees currently holding office is a quorum for the transaction of any business.
- 7.07. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken by written action signed by the number of trustees that would be required to take the same action at a meeting of the Board of Trustees at which all trustees were present, provided that all members of the Board of Trustees receive reasonable notice of the text of the written action at the same time it is furnished to any trustee for signature. All members of the Board of Trustees shall be notified immediately of the effective date of any such written action that is duly taken.
- 7.08. A member of the Board of Trustees may be removed for cause by a two-thirds vote of the remaining board of trustees, following written notice to the board member of the grounds for removal. The national convention may, by resolution, further define cause permitting board member removal and may also specify additional procedures to be followed in connection with a motion to remove a board member.
- 7.09. Vacancies on the Board of Trustees resulting from the death, resignation, or removal of a trustee may be filled by the affirmative vote of a majority of the remaining trustees, even though less than a quorum.

Each trustee elected under this section to fill a vacancy holds office until a qualified successor is elected by the delegates at the next regular or special meeting of the association.

- 7.10. The Board of Trustees may, by resolution, establish committees to conduct the affairs and business of the association.
- 7.11. Except as otherwise provided by the constitution, the by-laws and continuing resolutions, if any, of this association, rules of parliamentary authority as set forth in the current edition of Robert's Rules of Order shall govern the affairs of this association.
- 7.12. Nothing in these by-laws is intended to discourage electronic participation in the affairs of the association including, where consistent with good order and ballot integrity, voting and election procedures.

By-Law Section 8 - Association Officers

- 8.01. This association shall have as its officers a chair of the Board of Trustees, a vice-chair of the board of trustees, a secretary, and a treasurer and such other officers as the Board of Trustees shall, from time to time, create. The Board of Trustees may remove any officer by a two-thirds majority vote with or without cause, with the exception of the treasurer, who may be removed only for cause as specified in paragraph 8.05 of these by-laws.
- 8.02. All officers, except the treasurer, shall be elected by the board from among the board's members to serve a one -year term. The board shall select an individual to perform the responsibilities described in Minnesota Statutes Chapter 317A applicable to the president of the corporation.
- 8.03. The vice chair shall preside over all meetings of the Board of Trustees where the chair is unable to preside and shall serve under the direction of the chair.
- 8.04. The secretary shall serve as the recording officer of the association, shall keep the minutes, have responsibility for records, rosters, archives, and other documents of the association, and such other duties as may be assigned to the secretary by the Board of Trustees.
- 8.05. The treasurer shall propose policy for review in action by the Board of Trustees of the financial, accounting, insurance, property management, investment, and money management systems of the association. The treasurer shall be elected at the national convention by a majority of those delegates at the national convention who are then present and voting. Election of the treasurer shall be from the body as a whole and not by area. The treasurer shall serve a three-year term. Subject to the provisions of paragraph 7.09 of these by-laws, no treasurer shall serve more than two consecutive terms of office. The treasurer shall have voice and vote and shall otherwise be eligible to fully participate in the activities and responsibilities of the Board of Trustees of this association. The treasurer may be removed by the Board of Trustees only by a two-thirds majority vote of the remaining Board of Trustees and only for cause following written notice of grounds for removal. The national convention may, by resolution, further define cause permitting removal and may also specify additional procedures to be followed in connection with the removal of the treasurer.

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- 8.06. Should the chair of this association die, resign, or be unable to serve, the vice chair shall be charged with the responsibilities of the chair until the election of a new chair or until the chair is able to serve again. Should the vice chair, secretary, or treasurer die, resign, or be unable to serve, the chair, with the approval of the board of trustees, shall arrange for the election of a new officer by the Board of Trustees to fulfill the responsibilities of the position.
- 8.07. Any candidate for the election to the Board of Trustees shall be entitled to the names and addresses of delegates and alternates from their area to the national convention, if any, for the purpose of communicating the candidate's vision and the candidate's desire to seek election to the Board of Trustees.

By-Law Section 9 - Amendment of By-Laws

- 9.01. The by-laws of this association may be amended at any regular or special meeting of the national convention where the amendment to the by-laws has been presented in writing by the Board of Trustees or by at least 10 per cent of the member congregations. The Board of Trustees shall review and comment on proposed by-law changes transmitted by member congregations pursuant to this paragraph but shall submit any proposed by-law changes to the national convention of LCMC for action. Any proposed by-law or amendment to an existing by-law shall first be approved by a majority of those delegates present and voting at the national convention of this association. Thereafter, member congregations of this association shall have one year from the date of enactment by the national convention to reject the proposed by-law or amendment to existing by-law. A majority of member congregations is required to reject a proposed by-law or proposed amendment to the by-laws of this association. No amendments to the by-laws of this association shall become effective until adopted by a majority of the delegates to the national convention then present and voting at the national convention and until the time period for rejection by member congregations has passed. Rejection by a majority of member congregations terminates all action on the proposed by-law or amendment.

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