

**Amended and Restated By-Laws
OF
GLORIA DEI LUTHERAN CHURCH
URBANDALE, IA.**

**ARTICLE I
THE CONGREGATION**

Every communicant member of Gloria Dei Lutheran Church, Urbandale, IA (the "congregation") who is eighteen (18) years of age or older shall have the right to vote on the following matters:

1. **The Calling of a Pastor:** The following procedure is to be observed:
 - a. In the event that a call needs to be issued either to replace a Senior Pastor or to fill a staff position, a Voter's Assembly shall be called to obtain a majority vote of those members present at the meeting to approve the initiation of the Call Process.
 - b. A Call Committee will be appointed by the Governing Board. That call committee will consist of two (2) members of the Governing Board as elected by the Governing Board, two (2) members of the Board of Elders as elected by the Board of Elders, and five (5) other voting members of the congregation as appointed by the Governing Board. The Call Committee shall be responsible for electing the Chairman of the Committee.
 - c. Every member of the congregation shall have the privilege of making one or more nominations. The Call Committee shall submit the names to the President of Iowa District West. The District President shall compile a list of candidates to be considered.
 - d. It shall be the responsibility of the Call Committee to review all of the names on the list, through the use of written materials and interviews and to present the entire list of candidates to the congregation with their recommendation of one or more candidates for the vacancy.
 - e. The congregation shall have the sole authority to issue a Call. At a duly and properly called regular or special Voter's Assembly, the voters shall select, by a simple majority vote of all those members present, a candidate to which the call should be issued. Voting at the Voter's Assembly shall be by ballot or voice vote, as determined by the Chairman of the meeting.

2. **The Removal of a Pastor:** The following procedure is to be observed:
Sufficient grounds for removal of a Pastor shall be
 - a. Rejection of any or all of the confessions of this Congregation as set forth in Article II of the Constitution,
 - b. Persistent adherence to false doctrine,
 - c. Scandalous life,
 - d. Willful neglect of official duties,
 - e. Evident and protracted incapacity to perform the functions of the office to which the individual has been called.

The Gloria Dei Governing Board shall carefully investigate charges on any of these counts. The Governing Board, after consultation with the appropriate officers of Iowa District West of The Lutheran Church-Missouri Synod, shall notify the congregation of the matter and shall submit the matter for action at a special meeting of the congregation.

3. **The Acquisition or Disposition of Real Estate:** The acquisition or disposition of real estate.
4. **The Incurrence of Indebtedness:** The incurrence of indebtedness secured by real estate or the incurrence of indebtedness beyond 5% of the annual budget for any other real property.
5. **The Election or Removal of Members of the Governing Board:**
The election of the Governing Board shall follow the following procedure:
The Governing Board shall be comprised of nine (9) elected members. The Senior Pastor shall serve as an ex-officio member. The members of the Governing Board shall
 - Be voting members of the congregation
 - Have been communicant members of Gloria Dei Lutheran Church for at least two (2) years prior to assuming a position on the Governing Board
 - Not be ministry staff members or employees of Gloria Dei Lutheran Church
 - Not be a spouse, child, parent, in-law or sibling of current Gloria Dei Lutheran Church staff
 - Not be a spouse, child, parent, in-law or sibling of another Governing Board member.

Three members of the Governing Board shall be elected annually at the congregational meeting. Each member's term of office shall be for three years and shall commence on the first day of the first quarter of the fiscal year. (See Article IV)

A Nominating committee shall be formed and have the responsibility of submitting to the Voters' Assembly a list of nominees for the vacant positions on the Governing Board prior to the annual elections and after the approval of the Governing Board. The committee shall consist of five (5) voting members selected by the President and approved by the Governing Board. The Senior Pastor and President shall serve as ex-officio members of the nominating committee.

The Nominating Committee shall present the slate to the congregation at least three weeks prior to the Annual meeting.

The removal of a member of the Governing Board may occur for persistent adherence to false doctrine, scandalous life, willful neglect of official duties, or evident and protracted incapacity to perform their duties.

6. **The Ratification of the Annual Budget:** Annually review and ratify the Annual Budget as approved and recommended by the Governing Board.
7. **The Excommunication of a Member of the Congregation:** The following procedure is to be observed:

Excommunication is to be applied to any communicant member who conducts himself or herself in an unchristian manner, i.e. openly adheres to false doctrine, evidences an immoral life, or willfully despises the preaching of the Gospel and the Lord's Supper. Such members shall be admonished according to Matthew 18:15-20. A recommendation from the Senior Pastor and a unanimous vote of the Governing Board shall be required prior to presentation of the recommendation to the Voter's Assembly.

Persons who have been removed from membership pursuant to excommunication may be restored with all rights and privileges when the individual repents and asks forgiveness through the Senior Pastor. Both acts of discipline and restoration shall be made known to communicant members of Gloria Dei Lutheran Church by whatever method the Senior Pastor and the Governing Board deem most suitable.

8. **The Separation or Disbandment of the Congregation**
9. **The Amendment of the Constitution and By-Laws**

ARTICLE II CONGREGATION PROCEEDINGS

1. **Annual Meeting:** The Annual Meeting of the congregation shall be held for the purposes of receiving a report on the ministry of the Church, ratification of the annual budget, electing the members of the Governing Board, and conducting business with regard to any other matters properly brought before the Annual Voters Assembly. Proper notification for the Annual Meeting shall consist of a written announcement at Sunday worship services for at least two (2) consecutive Sundays prior to such meeting. In general, for purposes of order, Roberts' Rules of Order shall prevail.
2. **Special Meetings:** The Governing Board, the President or the Senior Pastor may call a special Voter's Assembly meeting of Gloria Dei Lutheran Church. The President will also call a special Voter's Assembly if a group of communicant members of Gloria Dei Lutheran Church numbering 10% of the average weekly worship attendance over the prior six (6) months submits a written request to the President. Proper notification for any special voters meeting shall consist of a written announcement at Sunday worship services for at least two (2) consecutive Sundays prior to such meeting. In general, for purposes of order, Roberts' Rules of Order shall prevail.
3. **Quorum:** Whenever a meeting has been properly called, the number of voting members of Gloria Dei Lutheran Church present shall constitute a quorum.
4. **Vote Required:** All decisions shall be by majority vote of the voting members present with the exception of:
 - Amendment of the Constitution as described in Article IX of the Constitution,
 - Removal of a Pastor which shall be by two-thirds majority of the voting members present,
 - Removal of a member of the Governing Board which shall be by two-thirds majority of the voting members present,
 - Separation or disbandment of Gloria Dei Lutheran Church as a corporation, which shall be by two-thirds majority vote of the voting members present.
5. **Voting process:** Unless otherwise stated in a procedure to be followed or referenced in other Articles, members may vote by casting ballots at a designated voting location over a designated time period approved by the Governing Board. The use of absentee ballots is acceptable. Those members casting ballots shall constitute a quorum. A vote may only be taken, after the congregation has had opportunities to review information and attend informational meetings on the matter to be voted upon. Proper

notification of the informational meetings, voting date(s), which shall include the hours, and voting location, shall consist of written announcement at weekend worship services for at least two (2) consecutive weeks, prior to such events.

6. **Minutes:** Minutes shall be kept of all annual and special meetings of Voters Assembly.

ARTICLE III MEMBERSHIP

1. **Acceptance into Communicant Membership:** All applicants for membership shall attend a course of instruction and make profession of his or her faith before the congregation before being received as a member. After an applicant has given satisfactory evidence of his or her eligibility in accordance with this sub-section, the Senior Pastor shall report his or her admission as a communicant member of Gloria Dei Lutheran Church to the Governing Board.

Proviso:

All current communicant members shall be considered to have met these requirements.

2. **Expectations of Communicant Membership:**
 - Attends divine services faithfully and partakes of the Lord's Supper frequently, and in order to grow in the knowledge and grace of the Lord makes diligent use of the means offered, such as Bible classes, Bible study, and regular devotions at home;
 - Brings children to the Lord through the Sacrament of Holy Baptism, rears them in the nurture and admonition of the Lord, teaches them the Word of God in the home, endeavors with the help of God to enroll them in confirmation instruction classes, and in general makes use of educational agencies provided by the congregation, such as Sunday School and Bible classes.
 - Declares their willingness to contribute and devote time, talents and treasures as the Lord has prospered them, towards the Desired Outcomes of Gloria Dei Lutheran Church;
 - Submits to the regulations already made or to be made by this body, provided they do not conflict with the Word of God;
 - Accepts admonition when having offended;
3. **Termination of Membership:** Communicant membership shall be terminated and the member removed from Gloria Dei Lutheran Church's membership role, only for one of the following reasons:
 - Death
 - Request for Transfer: Personal request of the member for transfer of membership to another church;

- Request for Release: Personal request of the member for release from membership;
- Location Unknown: "Location unknown" for a period of one year or longer;
- Self-exclusion: Those individuals who voluntarily leave the church, and also those who sever their connection without requesting a transfer or release or without the sincere intention to retain their membership in this congregation, shall be removed.
- Excommunication

ARTICLE IV THE GOVERNING BOARD

1. **Vacancies:** The Governing Board shall fill any Governing Board vacancy through appointment. The term of office of an appointed member shall commence on the first day following approval by the Governing Board. The position shall be up for election at the next Annual Meeting of the Congregation.
2. **Officers:** The officers of the Governing Board (President, Vice President, Secretary and Treasurer) shall be elected annually by the board.
3. **Responsibilities:** The Governing Board shall:
 - Maintain a Policy Manual setting forth its responsibilities, governing policies, and its governing process.
 - Have the authority to spend up to 5% in excess of the approved budget except for when such purpose would be in violation of the Congregational rights.
 - Call and revoke the call of any commissioned workers (such as Teachers, Directors of Christian Education, Directors of Christian Outreach, Directors of Parish Music, Deaconesses, Certified Lay Ministers, and Parish Assistants) on behalf of the congregation and on the recommendation of the staff.
 - In the absence of the President and Vice-President, another member of the Governing Board shall be delegated the authority by the Governing Board to sign legal documents.
4. **Term of Office:** Each member of the Governing Board shall serve a three-year term. At least three positions shall stand for reelection each year. Board Members may not serve more than two consecutive terms, and if appointed to fill a vacancy, may not stand for re-election if another

term would extend their service to more than seven years. The Governing Board officers shall serve one-year terms and may be reelected while serving their term. The term of office of each member of the Governing Board shall commence on the first day of the first quarter of the fiscal year.

5. **Meetings:** The Governing Board shall establish regularly scheduled meetings to be held at least nine (9) times a year. Special meetings of the Governing Board may be called by the President, the Senior Pastor, or at the request of any two (2) members of the Governing Board. All meetings of the Governing Board shall be open to any communicant member of the congregation, other than those portions of any meeting where the purpose is to discuss personnel-related matters or any other issues or matters where the President determines that such meeting or portion thereof must be closed in order to preserve the privacy of individuals. Minutes of all meetings of the Governing Board shall be maintained. Portions of the meetings that are closed for the above reasons shall not be reflected in the minutes.
6. **Quorum:** Six (6) voting members of the Governing Board shall constitute a quorum for any meeting.
7. **Decisions:** Decisions of the Governing Board will be made by a simple majority vote of those members present and constituting a quorum.

ARTICLE V DUTIES OF OFFICERS

1. **President:** The President shall:
 - Preside at all meetings of the Governing Board
 - Sign all legal documents on behalf of the congregation
 - To the best of their ability, enforce the Constitution and By-Laws of Gloria Dei Lutheran Church
 - Carry out the express will of Gloria Dei Lutheran Church as embodied in the resolutions of the Voters Assembly
 - Work with the Senior Pastor to establish the agenda for all meetings of the Governing Board and Voters Assembly meetings
 - Preside at all meetings of the Voters Assembly
 - Initiate counseling with any member of the Governing Board who violates policy.
2. **Vice-President:** The Vice-President shall
 - Perform the duties of the President in the absence or at the request of the President
 - Initiate counsel with the President should the President violate policy.
3. **Secretary:** The Secretary shall
 - Maintain the minutes of all meetings of the Governing Board
 - Maintain the minutes of the Voters Assembly
 - Submit the minutes for approval at the next regular meeting

4. **Treasurer:** The Treasurer shall
- Present a copy of the financial report at all regular meetings of the Governing Board
 - Oversee the record-keeping of accurate and permanent records of the financial receipts and disbursements of the congregation
 - Oversee the payment of all bills authorized by the congregation and prompt payment of salaries, and remittance of mission offerings.

ARTICLE VI MINISTRY STAFF

The Ministry staff shall include, but not be limited to, Ministers of Religion, ordained and Ministers of Religion, commissioned. One of the ordained Ministers shall be called by the congregation to serve in the position of Senior Pastor.

The duties of the ordained ministers shall include, but not be limited to,

- the preaching and teaching of the Word of God
- the administration of the Sacraments of Holy Communion and Holy Baptism

All members of the ministry staff shall administer the areas of ministry as designated by their job descriptions and/or agreed to with the Senior Pastor.

ARTICLE VII INDEMNIFICATION

To the fullest extent permitted by law, Gloria Dei Lutheran Church shall indemnify any individual who was or is a party, or threatened to be made a party to any proceeding other than a proceeding by or in the right of Gloria Dei Lutheran Church, because he or she was a director, officer, called worker or employee of the Gloria Dei Lutheran Church, against liability and/or expenses incurred in the proceeding if:

- a. He or she conducted himself or herself in good faith;
- b. He or she reasonably believed (i) in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of Gloria Dei Lutheran Church, and (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the congregation; and
- c. In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE VIII AMENDMENTS

These By-Laws may be amended by the voting members of the congregation at a regular or special meeting at which a quorum is present, by two-thirds majority votes cast

The intention to amend the By-Laws, and the wording of the amendments proposed, shall be available to the congregation assembled for worship for four (4) consecutive weeks prior to the date upon which the amendment is presented for action.

**This Amended and Restated By-Laws was approved by the
Governing Board of Gloria Dei Lutheran Church, Urbandale, IA
on the __21st__ day of __June____, 2008
and ratified by the Voters Assembly on the __22nd__ day of
____June____, 2008.**