

TRINITY EVANGELICAL LUTHERAN CHURCH
400 North Swinton Avenue
Delray Beach, Florida 33444

C O N S T I T U T I O N

PREAMBLE

Whereas the Holy Scripture (1 Corinthians 14:40) admonishes us to do all things decently and in order, therefore, we, the Church Members of Trinity Evangelical Lutheran Church, having been duly and regularly incorporated under the laws of the State of Florida, do hereby adopt this Constitution and determine the discipline and the rules according to which the spiritual and material affairs of this congregation shall be conducted.

ARTICLE I — NAME

The name of this congregation shall be Trinity Evangelical Lutheran Church of Delray Beach, Florida, Inc., located in Palm Beach County.

ARTICLE II — PURPOSE

The purpose of this congregation shall be to provide pastoral care for its Church Members, to teach the Word of God and administer the Sacraments, to preserve the purity of doctrine, to exercise Christian love and fellowship, to provide for the Christian training of the young, and to extend the Kingdom of God.

ARTICLE III — CONFESSION

This congregation holds all the canonical books of the Old and New Testaments to be the inspired Word of God and the sole rule of faith and life.

It accepts all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord, viz., the Ecumenical Creeds: Apostolic, Nicene, and Athanasian; the Unaltered Augsburg Confession of 1530; the Apology of the Augsburg Confession; the Catechisms of Luther; the Smalcald Articles, and the Formula of Concord, as the correct and sound exposition of the Christian doctrine taken from and in full accord with the Holy Scriptures.

Accordingly, no doctrine which conflicts with or sets aside the foregoing norm of doctrine shall be taught or tolerated in this congregation.

ARTICLE IV — SYNODICAL AFFILIATION

This congregation shall be affiliated with the Lutheran Church-Missouri Synod, as long as the Confessions and Constitution of said Synod are in accord with the Confessions and Constitution of this congregation as laid down in Article III.

This congregation shall to the best of its ability collaborate with such Synod and assist it in effecting all sound measures intended for the building up of the Kingdom of God.

ARTICLE V — THE SOVEREIGNTY OF THE CONGREGATION

The congregation as a body shall have the supreme power in the external and internal administration of its affairs. Any right or duty which may have been delegated by the congregation to an individual or a group of members within the congregation shall always be subject to revision by the congregation.

ARTICLE VI — PASTORAL AND CALLED OFFICES

The pastoral office of this congregation shall be conferred only upon such Lutheran Church Missouri Synod rostered ministers or candidates for the reverend ministry who profess acceptance of and pledge faithful adherence to the confession of this congregation as set forth in Article III. The called director of ministry, principal, teacher and minister of education of the congregation shall likewise conform to this requirement.

ARTICLE VII — RIGHTS TO PROPERTY IN CASE OF SCHISM

If at any time a separation shall take place in this congregation, the real and personal property of the congregation, its temporalities and revenues, and all rights and benefits therewith connected, shall be vested in those Church Members who adhere to Article III and Article IV of the Constitution.

In the event of dissolution of the congregation, all assets and property of the congregation become the property of the Florida-Georgia District of the Lutheran Church-Missouri Synod with which this congregation is affiliated.

ARTICLE VIII — CHURCH MEMBERSHIP

- A. Church Membership in this congregation may be held only by those who:
 - 1. Are baptized in the Name of the Triune God;
 - 2. Have declared their acceptance of the confessions of this congregation as contained in Article III of this Constitution;
 - 3. Have been accepted into Church Membership in accordance with the Bylaws of this congregation and remain faithful to the responsibilities of Church Membership as contained in these Bylaws;

4. Do not live in manifest works of the flesh (Galatians 5:19-21), but lead a Christian life;
 5. Are not members of any other organization conflicting with the Word of God and the conduct of a Christian (II Corinthians 6:14-18).
- B. The membership of each Church Member shall remain in force so long as each Church Member shall maintain his or her eligibility according to the five points in Section A of this article and shall meet the requirements stated or implied in the disciplinary or other provisions of the Bylaws. A Church Member who voluntarily severs his or her connection with this congregation, or who has been released or transferred, or who has been excommunicated or excludes himself or herself according to the provisions of the Bylaws, shall be deemed to have terminated his or her Church Membership in this congregation along with all rights and privileges of such membership.

ARTICLE IX — BAPTIZED CONGREGANTS

Baptized congregants are individuals who attend worship services at Trinity and have been baptized, including the children, who are not yet Church Members.

ARTICLE X — ORGANIZATION

A. Voting Privileges for Church Membership

Only Church Members, who have qualified according to the Voting Privileges provisions of the Bylaws, shall be given Voting Privileges in this congregation.

B. The Board of Directors

Responsibility and authority for the planning, implementation and oversight of congregational affairs shall be delegated to the Board of Directors. Such authority is defined in the Bylaws and Governing Manual.

1. The Board of Directors shall have the authority to develop and enforce those policies and procedures as required to execute the plans approved by the Voters' Assembly. Written policies and procedures shall be available to Church Members upon request.
2. The Board shall have no authority beyond that which has been conferred upon them by the Constitution, its Bylaws or by the Voters' Assembly, and powers delegated to them may at any time be altered or revoked by the Voters' Assembly.
3. Duties of the Board, in conjunction with the Bylaws and Governing Manual:
 - a. The Board shall provide guidance to the Senior Pastor in all matters pertaining to the welfare of the congregation.
 - b. The Board shall supervise the Senior Pastor and ensure proper supervision of the staff. Such supervision shall enable staff to develop and implement new strategies and programs to accomplish the mission as stated in Article II.

- c. The Board shall report annually, or more often as necessary, to the Voters' Assembly on the organizational and financial condition of the congregation. It shall also recommend an annual financial operating plan at the July Voters' Assembly.
4. Officers and Executive Committee: The officers of the congregation will be the Chairman, Vice-chairman and Secretary whose duties and election will be outlined in the Governing Manual. At least two officers of the congregation shall sign all legal documents. That which constitutes a legal document shall be defined in the Governing Manual by the Board of Directors.

C. Ministry Teams

As defined further in the Bylaws, Ministry Teams shall be created as needed to support, advise and enhance functional areas of the ministry of the church and school.

D. Rights and Powers

This congregation, subject to the limiting provisions and regulations of this Constitution and its associated Bylaws, shall have supreme power in the administration of its affairs. No duly elected Officers of this congregation shall have any power or authority beyond that conferred upon them by the congregation acting through its Voters' Assembly. The Board of Directors and the Senior Pastor or his Designated Staff shall be responsible for the performances of such duties as the Voters' Assembly may delegate to them by special resolution in addition to those specified in the Bylaws or Governing Manual. All rights and powers of the Officers, the Board of Directors, and the Senior Pastor or his Designated Staff shall be subject to revision or complete withdrawal by the Voters' Assembly at their discretion.

ARTICLE XI — TRINITY SPONSORED GROUPS

Trinity sponsored groups that are outside of Trinity Lutheran Church and School's organizational chart may be formed only with the expressed approval of the Voters' Assembly, and all such groups shall be under the supervision of the Senior Pastor or his Designated Staff. Any decisions, enactment or performance of or by Trinity sponsored groups shall be invalid if they conflict with this Constitution and its associated Bylaws. The Senior Pastor, by virtue of his office, shall be the advisor for such Trinity sponsored groups within the congregation and may disband any Trinity Sponsored Group if they are deemed to be in violation of this Article.

ARTICLE XII — VALIDITY OF RESOLUTIONS

All congregational matters shall be decided by a simple majority vote of the qualified Church Members with Voting Privileges present at a properly convened meeting of the Voters' Assembly, except as otherwise provided in this Constitution and its associated Bylaws for dealing with certain situations or matters therein specifically mentioned and defined.

ARTICLE XIII — AMENDMENTS

This Constitution may be changed or amended by a three-fourths majority of the votes cast in a regular meeting of the Voters' Assembly, provided that the intention to amend the Constitution and the wording of the amendments proposed shall be presented to the congregation assembled for worship on two different Sundays prior to the date upon which the amendment is presented for action.

T H E B Y L A W S

**Trinity Evangelical Lutheran Church
Delray Beach, Florida**

ARTICLE I — CHURCH MEMBERSHIP

Section A. Application for Church Membership — Procedure

Applicants for Church Membership in this congregation shall consult the Pastor(s) who shall determine whether such applicants are eligible for Church Membership in accordance with Article VIII of the Constitution. Applicants not familiar with the doctrines and confessions of the Lutheran Church shall be required to attend a course of instruction, and to make professions of their faith either before the congregation, or, at the Pastor(s') discretion, before witnesses who are Church Members of the congregation, before being received as Church Members.

After applicants have given satisfactory evidence of their eligibility in accordance with the two preceding paragraphs, their admission as Church Members shall be recommended by the Pastor(s) to the Board of Directors, which shall have the authority to act on such applications in behalf of the congregation. Each new member shall have access to a copy of the Constitution and Bylaws. The roster of new Church Members shall be publicized to the congregation.

Section B. Privileges and Duties of Church Members

It shall be the privilege and duty of Church Members of this congregation to:

1. Grow in the Christian faith and life through faithful use of the means of grace, searching the Scriptures at home and in fellowship with other people of the congregation and its agencies, and partaking of the Lord's Supper frequently.

2. Live a morally decent life before God and men, 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.
3. Provide for the proper Christian training of their children by instruction at home and through the agencies of the congregation.
4. 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 talents and abilities at the disposal of the Pastor(s), the officers, and other agencies of the congregation as set forth in its Constitution and Bylaws, so that the purposes and functions of the congregation may be effectively implemented.

ARTICLE II — VOTING PRIVILEGES

Section A. Eligibility

Any Church Member of this congregation, who is eighteen (18) years of age or over, and who has registered their attendance in worship at least 20 separate times in the 12 months previous to the Voter's Assembly, shall be eligible to apply for Voting Privileges. Such application shall be made as the final order of business at a Voter's Assembly of the congregation. Upon affirmation by the applicant of his/her intention to fulfill such duties as are required of a Church Member with Voting Privileges to the best of his/her ability, he/she shall be accepted as a Church Member with Voting Privileges and receive all the rights pertaining thereto. The secretary shall add the names of new Church Members with Voting Privileges to the official roster of Church Members with Voting Privileges. A Church Member with Voting Privileges shall receive, upon request, a copy of the Constitution and Bylaws of the congregation. A copy of the Constitution and Bylaws shall always be available for Church Members to review, and also available at every Voters' Assembly.

Section B. Privileges and Duties of Church Members with Voting Privileges

It shall be the privilege and responsibility of a Church Member with Voting Privileges of this congregation to:

1. Conscientiously and prayerfully exercise his right to suffrage in all measures that will advance the work of Christ's Kingdom both locally and in the church-at-large.
2. Faithfully exercise all the disciplines of Christian discipleship, which include worship, communion, Bible study, stewardship and Christian service.
3. Faithfully attend all meetings of the Voters' Assembly.

4. Encourage by personal example, friendly interest, and judicious counsel, such eligible Church Members who do not yet have Voting Privileges to seriously consider accepting the responsibilities and privilege of Voting Privileges.

ARTICLE III — DISCIPLINE IN THE CONGREGATION

All discipline in this congregation shall be administered in accordance with the order of discipline laid down in Matthew 18:25-30 and other related New Testament passages. The following procedure shall be followed under the direction of the Pastor(s) and the Pastoral Advisory Team.

Section A. Removal from Church Membership

1. Transfers

A Church Member desiring transfer to another Lutheran Church-Missouri Synod congregation shall apply to the Pastor(s). Upon approval by the Pastor(s) a letter of transfer shall be issued to the new congregation.

2. Self-Exclusion

Church Members of Trinity can be removed from Church Membership if they fail to worship at least four times in a calendar year, excluding absences deemed by the Senior Pastor as special circumstances such as military service, illness, temporary relocation, etc. An individual removed from Church Membership may become a Church Member again by attending worship the required number of times and officially registering their attendance. Voting privileges can only be restored by reapplying according to procedures from Article II. Section A.

3. Excommunication

When a Church Member of Trinity Evangelical Lutheran Church is known to be living contrary to God's Word and is unrepentant he or she shall be evangelically admonished according to the steps outlined in Matthew 18. If he or she is still unrepentant after these steps have been taken by the congregation, the individual shall be notified of such action by registered mail and shall be declared to have been excommunicated from this Christian congregation. Excommunication releases the individual from all responsibilities to this congregation, but it also excludes the individual from the privileges of Church Membership, such as Voting Privileges, Christian burial, Holy Communion, transfer to a sister congregation, and any claim against the properties of this congregation. **SUCH A PERSON WILL, HOWEVER BE CORDIALLY WELCOME TO ATTEND ALL DIVINE SERVICES IN OUR CHURCH** (Except in the case of a campus ban according to Section B).

The Senior Pastor or his designated staff, shall administer church discipline in behalf of the congregation.

Section B. Campus Ban

The Senior Pastor or his designee may ban someone from Trinity's campus by requesting a "trespass warrant" from law enforcement if he deems that an individual could be a danger to the Trinity Community. Banned individuals must be notified via registered letter. Campus bans will remain in effect until the "trespass warrant" is lifted by the Senior Pastor or his designee.

Section C. Provisions Pertaining to Church Officers and Directors

Any officer or director of the congregation who willfully neglects the duties of his office may be deposed by a two-thirds majority vote of a regular meeting of the Voters' Assembly. The Board of Directors shall initiate such disciplinary action as outlined in the Governing Manual. When an office is made vacant by deposition, resignation, death, or excommunication of the incumbent, a successor to such officer shall be elected by the Board of Directors.

Section D. Provisions Pertaining to Pastors and Called Staff

Sufficient grounds for deposing a pastor or duly called staff shall be:

1. Professional incompetence
2. Incapacity for the performance of duty
3. Insubordination
4. Neglect or refusal to perform duties of office
5. Conduct unbecoming a Christian
6. Advocacy of false doctrine or failure to honor and uphold the doctrinal position of the Synod as further defined in Synod Bylaw 1.6.2
7. Failure to honor and uphold the Constitution, Bylaws and policies of Trinity Evangelical Lutheran Church
8. Discontinuance of an entire program
9. Discontinuance of an entire division or department
10. Reduction of the size of staff in order to maintain financial viability

Termination based on any of these causes shall be carefully investigated by the Board of Directors. Should such causes be substantiated by clear evidence, the individual(s) involved shall first be given an opportunity to resign his/her call at Trinity Lutheran Church and School. Such opportunity having been given and declined, the above-mentioned Board shall, after consultation with the appropriate officers of the Florida-Georgia District, depose a pastor or called staff member with cause and notify the Church Membership of the situation by mail or e-mail.

Section E. Removal of Voting Privileges

Voting Privileges of Trinity shall be removed from a Church Member for failing to register his or her attendance at a worship service at least 20 separate times in the 12 months previous to the Voters' Assembly.

ARTICLE IV — VOTERS ASSEMBLY

Section A. Regular Meetings

Regular meetings of the Voters' Assembly shall be held two times during each calendar year, in January and July. Dates and times of all Voters' Assemblies shall be set by the Board of Directors. The January meeting of the Voters' Assembly shall include a State of the Ministry report by the Senior Pastor and other reports as deemed necessary by the Board of Directors. The July meeting of the Voters' Assembly shall include the consideration and acceptance of the budget for the following fiscal year and the election of Board of Directors members. Any subsequent budget changes that total more than 2% of the total budget shall be approved at a Special Voters' Assembly.

All Church Members of the congregation may attend the meetings of the Voters' Assembly and may, with the consent of the Voters' Assembly, submit recommendations or participate in a discussion of any given item of business.

Every meeting of the Voters' Assembly shall be announced at the worship services on the Sunday preceding the date of the meeting.

Section B. Special Meetings

Special meetings of the Voters' Assembly may be called by the Pastor(s), or Chairman, or at the request of ten (10) Church Members of the congregation with Voting Privileges. Notice of the date and time of such a meeting, as determined by the Board of Directors and of the nature of the business to be transacted, shall be given at the Sunday worship services immediately preceding the time of the meeting.

Section C. Order of Business at Regular Assemblies

The Order of Business/Meeting Agenda for meetings of the Voters' Assembly shall be determined by the Board of Directors and distributed to the congregation one week prior to the scheduled meeting.

In general, for purposes of order, Robert's Rules of Order shall prevail.

Attending Church Members with Voting Privileges of a properly called Voters' Assembly meeting shall constitute a quorum, except as otherwise provided in this Constitution and Bylaws for dealing with certain specific situations herein defined.

In the event of tie vote, the Board of Directors Chairman shall cast the deciding ballot.

There shall be no voting by proxy.

ARTICLE V — THE OFFICES OF THE PASTOR, PRINCIPAL, TEACHER AND OTHER CALLED STAFF

Section A. Offices of Pastor, Principal, Teacher and Other Called Staff

1. The office of Pastor in this congregation and that of called Principal, Teacher or Other Called Staff shall be conferred only upon such Ministers, Teachers and candidates who profess and adhere to the Confession of the Church (Constitution Article III) and who have been declared eligible by the Synod. Pastors and all called positions shall, in the call extended and accepted by them, be pledged to this confessional standard.
2. Contract teachers shall be hired by the Principal and shall be pledged to the Confession of the Church (Constitution Article III).
3. Church Members of the congregation are obligated to receive the Pastor, Principal, Teacher and all other staff as servants of the Word, to honor and love them as such, to support their work among us with diligent, faithful assistance and prayer, to make the discharge of their duties pleasant for them by peaceable conduct and in every way possible to encourage them by word and deed and to provide for their maintenance according to the ability of the congregation.

Section B. Procedure for Securing a Pastor, Principal, Teacher or Other Called Staff

1. The Call Committee
 - a. The Senior Pastors shall appoint a Call Committee to begin the process of procuring a Called worker. In the event that the Senior Pastor position is vacant, the Board of Directors shall appoint a Call Committee to procure a Senior Pastor and the Board of Directors shall approve the formation of any Call Committee during a Senior Pastor vacancy.
 - b. The Call Committee shall compile a list of candidates, conduct interviews and recommend one or more candidates to the Voters' Assembly. The Call Committee shall seek candidates and all available information concerning them from the District Office, and Church Members.
2. Election
 - a. At a regular or special meeting of the Voters' Assembly the Call Committee will present its recommended candidate(s) along with all relevant background information. The proposed candidate(s) shall be elected by a simple majority.

- b. It shall be the duty of the Chairman of the Call Committee to ensure that notice of his or her election is delivered promptly to the candidate.

Section C. The Pastoral Office

The Pastoral Office is the authority conferred upon pastors by God, through a call of the congregation (the holder of the priesthood and of all congregational authority), to exercise in public office the common rights of spiritual priesthood in behalf of all. The Pastoral Office is the primary office in the congregation. The Senior Pastor may establish as many offices as the congregation needs and determine what work is to be assigned to such offices.

The Senior Pastor shall be executive administrator of all staff whether paid or voluntary and is responsible for implementing the desired outcomes as defined in the Governing Manual. The Senior Pastor may assign responsibilities and authority to designated staff.

Upon being installed, the Pastor(s) is authorized and obligated to proclaim to the congregation, jointly and individually, 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:

1. To administer the Sacraments in accordance with their divine institution;
2. To discharge toward all Church Members the functions of a minister and curate of their souls in an evangelical manner; in particular, to visit the sick and the dying and to admonish indifferent and erring Church Members;
3. To spiritually guard the welfare of the youth of the congregation and adults during their preparation for acceptance of Holy Communion;
4. To guide the congregation in applying the divinely ordained discipline of the church;
5. To provide spiritual leadership and oversee the educational agencies and the various adult and youth organizations within the congregation;
6. To serve as an example by Christian conduct, and to do all that is possible for the upbuilding of the congregation, and for the advancement of the Kingdom of Christ. By reason of his position, the pastor(s) is not only a servant and steward of God but also of the congregation.

In calling a pastor(s) to preach the Word of God and to administer the Sacraments on their behalf, the Church Members exercise their royal priesthood and by no means relinquish it. This is the privilege and responsibility of all Church Members.

In the event of a vacancy in the office of Senior Pastor the congregation shall follow the approved succession plan in the Governing Manual.

Section D. All Other Called Offices

All other Called offices have authority conferred upon them by God, through a Call of the congregation, to perform the duties of that office, in all its' parts, according to the Word of God and the needs of the congregation. Called workers perform their duties in the interest of and to the welfare of church and school and those that have been mutually agreed upon, as the circumstances of the congregation may require, and as time and ability may permit.

Called Workers are obligated to give attention to their own spiritual well-being through regular Bible study and worship. He/she is also to serve the congregation as an example of Christian conduct, to endeavor earnestly to live in Christian unity with his/her pastor(s), and by the grace of God, to do everything possible within the sphere of his/her calling towards the promotion of the church and school and for the general advancement of the Kingdom of Christ, both locally and generally.

Upon being installed, a called or contracted teacher(s) or Principal is authorized and obligated to instruct and train the children under his/her 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; to accord them, also, a thorough Christian education in branches of learning prescribed by a course of study adopted or approved by the Principal; to maintain Christian discipline in the school and, to this end, employ such means as are in accord with the Holy Scripture and within the bounds of Christian reason and justice.

The following duties are assigned to the Principal:

1. The Principal shall represent the school whenever representation of the school as a whole is necessary, and endeavor to work for the efficiency of the entire school.
2. He/she shall exercise his/her office in a climate of Christian unity, and serve as educational leader of the school.
3. He/she shall lead all his/her colleagues in zeal for, and devotion to, his/her school and its improvement as an educational agency and a Christian institution.
4. The Principal shall 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 (s') spiritual advice based on the Word of God.
5. He/she shall present a state of the school report at regular meetings of the congregation.
6. The Principal shall administer all facets of the school ministry.

7. The Principal shall show interest in all endeavors in the field of Christian Education, and perform such other duties as are assigned by the congregation.

8. The Principal shall endeavor to advance professionally.

9. He/she shall prepare and administer the school budget in cooperation with the staff.

ARTICLE VI — ELECTION OF THE BOARD OF DIRECTORS AND OFFICERS

Section A. Nomination Procedure for Board of Directors

In April of each year, the Board of Directors shall appoint the vice-chairman and two directors who shall serve as the Nominating Committee in consultation with the Senior Pastor. The Nominating Committee will solicit nominations for the director positions whose terms will expire, using the forms and procedures as outlined in the Governing Manual. Nominees shall be screened based on the qualifications listed in the Governing Manual and a list of nominees with their qualifications will be presented to the congregation at least three weeks prior to the July Voters' Assembly. A nominee for Director must be a Church Member of Trinity with Voting Privileges and may not be a paid staff member or spouse, parent or child of a full time staff member of Trinity Lutheran church or school. The congregation may elect one person to the Board of Directors who is not a Church Member of Trinity Lutheran Church if that person is a rostered LCMS worker, or church member of a different LCMS congregation with policy based governance experience.

Section B. Election Procedure

From the list of candidates for Director, submitted by the Nominating Committee, the Voters' Assembly shall, at its July Voters' Meeting, elect by ballot two Board of Directors annually and three every third year. The top vote getters will be declared the elected directors for the new term.

Within three days after the July Voters' Assembly, the Board of Directors shall elect among itself the directors that will serve as Chairman, Vice-Chairman and Secretary.

Section C. Installation of Directors and Officers

The newly elected officers and directors shall be installed on the last Sunday in July and shall assume their duties of office as of August 1st.

ARTICLE VII — ORGANIZATIONAL STRUCTURE AND GOVERNING MANUAL

Section A. Board of Directors

The Board of Directors shall administer and plan, through the Senior Pastor, all of the affairs of the congregation. The Board of Directors shall follow the guidelines and responsibilities set forth

in the Governing Manual. The Board of Directors shall present an annual financial and strategic plan to be approved at the July Voters' Assembly.

The Board of Directors may not do the following:

- Override the Constitution, the Bylaws, or resolutions approved by the Voters' Assembly.
- Purchase or sell property, or build buildings.
- Borrow funds in an aggregate excess of \$30,000 from outside sources without the approval of the Voters' Assembly, and that the congregation be duly notified.
- Call or engage a Pastor or any other Called staff.

All actions and decisions of the Board of Directors are subject to review and reproof by the Voters' Assembly.

The Board of Directors shall keep a permanent set of minutes for each meeting, and such minutes shall be the property of the congregation. The Board of Directors shall meet a minimum of six times per fiscal year, which is defined as August 1st to July 31st.

1. The Board of Directors shall consist of seven directors duly elected at the July Voters' Assembly. Each director shall serve a term of three years, with no director serving more than two full or partial consecutive terms. A term will begin on August 1st and ending on July 31st.
2. In the event of a vacancy, the Board of Directors shall appoint a person, that meets the qualifications determined in the Governing Manual, to fulfill the remaining term unless said remaining term is less than one year, in which case the position may remain vacant until the next July Voters' Assembly.
3. The Board of Directors shall elect its own officers from among the Directors as outlined in the Governing Manual.
4. The Board of Directors is responsible for maintaining the Governing Manual.
5. The Board of Directors shall ensure that official business requires a quorum of at least 4 Directors and a vote with a minimum of 4 Directors in favor to pass any resolution or policy.

Section B. Governing Manual

The Governing Manual is the Policy guide for the operation of the Board of Directors and the Senior Pastor. The Governing Manual is intended to be a flexible document to be revised and updated by the Board of Directors.

The Governing Manual shall be available for review in the office by any Church Member with Voting Privileges upon request and also at every Voter's Assembly.

The Governing Manual shall not override the Constitution, the Bylaws, or resolutions approved by the Voters' Assembly.

Section C. Administrative Staff

The Senior Pastor is responsible for implementing the strategic plan of the Board of the Directors subject to the limitations and guidelines of the Governing Manual. The Senior Pastor will serve as the chief administrator of the organization and as a consultant to the Board of Directors. The Senior Pastor will be responsible for the operational and spiritual roles and procedures of all staff whether called, contracted, salaried or voluntary.

Qualifications, reporting duties, responsibilities and salaries for all staff will be defined in the operational manuals for the congregation as directed in the Governing Manual.

Section D. Ministry Teams

1. The Business Advisory Team

The Business Advisory Team has as its basic objective to support and advise the Senior Pastor or his designee as he/she may direct them; advising in the areas of marketing, fundraising, budgeting, sound fiscal policy, proper accounting practices, development of business procedures, and compliance with governmental regulations. The members of this team shall be appointed by the Senior Pastor or his designee.

2. The School Advisory Team

The School Advisory Team has as its basic objective to support and advise the Principal as he/she may direct them. The members of this team will assist in but not limited to – marketing, volunteer coordination, curriculum development, budgeting, policy and procedure development, management of the school store, teacher appreciation, and carrying out administrative tasks of the school. The members of this team shall be appointed by the Principal.

3. The Elders

Elders are the Biblical extension of the pastoral office. The Elders have as their basic objective to support and advise the Senior Pastor as he may direct them. Under the supervision of the Senior Pastor the duties of an Elder are, but not limited to:

a. Supporting and advising the Senior Pastor

- b. Assisting in the spiritual care of the congregation in such duties as visiting the sick, visiting those physically unable to attend worship services, and reaching out to those who have become inactive in worship.
- c. Affirming that all policies, procedures, and teachings are in accordance with the doctrinal and confessional standards of the Lutheran Church Missouri Synod.
- d. Exercising care and concern for the spiritual, emotional and physical welfare of the Pastors, other called workers and their families.
- e. Assisting in matters of the worship services

Elders shall be appointed by the Senior Pastor, subject to review by the Board of Directors. Elders must number at least 5 and be men of the congregation noted for their Christian knowledge and spiritual zeal.

Section E. Financial Accountability Team

The Financial Accountability Team has as its basic objective to provide assurances to the congregation that the financial procedures and records are accurate, properly managed, timely reported and investments are properly following investment guidelines. The team members shall number at least 3 and be appointed by the Board of Directors but may not be members of the Board of Directors, paid staff member or spouse, parent or child of a full time staff member of Trinity Lutheran church or school. The Financial Accountability Team will report to the Board of Directors with findings and recommendations for financial policy. In the event that qualified volunteers for a Financial Accountability Team are unavailable, the Board of Directors may hire an outside accounting firm or CPA experienced in reviewing church or non-profit organizations.

Responsibilities include:

1. An annual financial review of all financial records of the church and school and submit the report for the past fiscal year ending July 31 to the Board of Directors by November. The financial review will include in addition to accurate financial records, review of proper procedures and adherence to policies.
2. Every five years the Board of Directors shall ensure that a financial review is completed by an outside accounting firm experienced in reviewing church or non-profit organizations. The Senior Pastor shall ensure that the funds for such a review will be budgeted and available. The Board of Directors may ask for a full audit at any time if deemed necessary. Funding for such an audit must be approved by the congregation with non-budgeted funds.
3. The Board of Directors must ensure that Trinity Lutheran Church and School is in compliance with state laws pertaining to audit and financial reviews for nonprofits.

Section F. THE JOHN W. SPINNER MEMORIAL GARDEN MANAGEMENT COMMITTEE

The Memorial Garden Management Committee is to supervise and manage the John W. Spinner Memorial Garden carrying out the resolutions of the congregation and the recommendations of the Board of Directors. Specifically, the committee would carry out the responsibilities as listed

below, as well as the Rules and Regulations as may be written. The Committee would consist of three Church Members appointed by the Senior Pastor or his designee, one of whom would be the chairperson.

Responsibilities:

1. Meet at least two times each year or more often when necessary.
2. Report to the Senior Pastor or his designee at least twice a year or more when the Committee or Business Manager finds it necessary.
3. Promote the Memorial Garden as well as solicit Church Members to purchase units.
4. Ensure that the Memorial Garden is maintained properly and notify the Senior Pastor or his designee or appropriate Ministry Team of maintenance needs.
5. Establish a schedule for ordering new units as they are sold.
6. Notify the Senior Pastor or his designee or appropriate Ministry Team when additions, a new Columbarium or expansion is needed.
7. Ensure that units are paid for and the person making the purchase signs the Interment License Agreement.
8. Ensure that the signed and approved Applications for Interment License or successor License Holder are given to the Church Secretary for safekeeping and entry into the Book of Life.
9. Write Rules and Regulations for the Memorial Garden, and see they are abided by.
10. Approve all applications.

**ARTICLE VIII – TRINITY LUTHERAN CHURCH AND SCHOOL
LEGACY FUND**

Section A. Name

Trinity Evangelical Lutheran Church, 400 North Swinton Avenue, Delray Beach, Florida, shall have an endowment fund. This endowment fund shall be called the “Trinity Lutheran Church and School Legacy Fund.” It shall not be a separate entity, but shall be one of the funds of Trinity Evangelical Lutheran Church.

Section B. General Purpose

This fund's purpose shall be to receive gifts and bequests and to use them for the mission and ministry of TRINITY LUTHERAN CHURCH AND SCHOOL, the community and the church-at-large as it deems appropriate.

For purposes of this Article VIII, Liquid Funds are defined as readily available funds including but not limited to money market or mutual funds, bonds, stocks, cash or equivalents and financial instruments readily tradable on daily markets. Consideration shall be given to if redemption causes a loss in value over cost basis.

Annual income of the Legacy Fund will be available for use by the church and school and reported in the annual budget. The annual income as set forth herein will be used at the discretion of the Board of Directors to further the mission and vision of Trinity Lutheran Church and School. Any unused income will become principal of the Legacy Fund. Annual income is hereby defined as non-capital gain or loss income such as dividends, interest, rental income less any operating expenses of the Legacy Fund.

Section C. Duration

The Legacy Fund shall continue in existence and be used as hereinabove provided, unless earlier revoked so long as Trinity Evangelical Lutheran Church continues to exist. If Trinity Evangelical Lutheran Church should cease to exist, then the assets constituting the Fund will be distributed under the provision of Articles IV and VII of the Constitution (except that any and all properties held by the Fund upon special conditions, restrictions or limitations shall continue to be subject to the conditions, restrictions or limitations upon which such properties are held). If Trinity Evangelical Lutheran Church dissolves it shall, at the time of such dissolution, have the right and duty to determine the existence of a successor Missouri Synod Lutheran Church, if any, providing such successor Missouri Synod Lutheran Church must qualify as an exempt organization under the Internal Revenue Code, and Trinity Evangelical Lutheran Church shall execute the necessary documents to effect such transfer.

Section D. Allowed Uses of Principle

1. The Congregation may use principle from the Legacy Fund for any purpose that furthers the mission and vision of Trinity Lutheran Church and School and receives approval from the Voters' Assembly with at least a $\frac{3}{4}$ majority.

Section E. Management of the Legacy Fund

1. The Board of Directors shall annually appoint a subcommittee for the management of the Legacy Fund for the promotion and management for receipts and disbursement from the Fund. The Management Committee shall consist of three (3) members of the Board of Directors with the Senior Pastor and the Principal being consulting members to the Management Committee. The committee will elect its own chairperson.

2. The Management Committee, if it deems it to be in the best interest of the Church, may recommend to the Board of Directors that the assets of the Fund be delivered to an asset management firm for investment management. Any agreement entered into for the management of the Fund shall be valid only if it is approved by a two-thirds (2/3) vote of the Board of Directors.
3. The Management Committee shall meet at the church at a time fixed by resolution of the Committee as it may be deemed necessary but at least two times per year. The Management Committee may, by resolution, cancel a meeting. Special meetings may be called on twenty-four (24) hours written or oral notice to the members of the Committee by the chairperson or any two members of the Committee. No notice other than recording of the resolution of the Committee fixing the time of the regular meetings need be given the members of the Committee. Each member of the Committee is charged with knowledge of the contents of the minute book. If a member of the Committee is absent and consents in writing to the minutes such consent by that member of the Committee shall constitute his/her approval of the action reflected in the minutes taken at the meeting and shall have the same force and effect as though he had been present and voting at the meeting as reflected by the minutes.
4. A quorum shall consist of two-thirds ($\frac{2}{3}$) of the Committee membership. The affirmative vote of a majority present and voting shall carry any motion or resolution.
5. The Management Committee shall establish written rules and regulations as may be necessary for the conduct of its business. It shall adopt standards and goals to guide in the distribution of the available funds, which it may amend, all within the stated purposes of the Fund.
6. The Management Committee shall maintain accounts with such financial institutions as it may by resolution authorize and determine. All checks and other documents transferring or expending any funds or assets out of the Fund shall be executed by the Chairman or Vice-Chairman of the Board of Directors. The Audit Team shall regularly monitor all of the actions of the Management Committee and report the state of affairs to the Board of Directors.
7. Any members of the Management Committee with check signing authority, at the expense of the Fund, shall be covered by a corporate fidelity bond in a principal amount to be determined from time to time by the Management Committee and the Business Manager.
8. The Committee may ask other Church Members to serve in an advisory capacity and may employ, at the expense of the Fund income, such professional counseling on investments and legal matters as it deems to be for the best interest of the Fund.
9. The Committee shall maintain complete and accurate book of accounts and may employ, at the expense of the Fund, such professional help as it deems necessary in this connection.

10. The chairperson shall maintain complete and accurate minutes of all meetings of the Committee and supply a copy thereof to each member of the Committee within seven (7) days after the meeting. Each member of the Committee shall keep a complete copy of the minutes during his/her term and shall deliver the minutes to his/her successor. Copies of the minutes shall also be available at the Church office for review.
11. The chairperson, or the member of the Committee designated by the chairperson, shall preside at all Committee meetings.
12. No member of the Committee shall engage in any self-dealing or transactions with the Fund in which the member of the Committee has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the Fund.

Section F. Fiscal Year

1. For tax and accounting purposes, the fiscal year will be the same as the Church and School budgets: August 1 of one year to July 31 of the following year.
2. Within two months after the close of each of the Fund's fiscal years, and at such other time(s) as is deemed convenient, an itemized written statement accurately reflecting the position of the Fund's income and corpus accounts as of a date reasonably close to the date the statement is submitted, and the receipts, disbursements and changes therein since the Fund's inception or the previous accounting, as the case may be, shall be submitted to the Board of Directors and, upon request, copies made available for the Church Members.

Section G. Duties

1. The Committee shall, at least annually, render a full and complete account of the administration of the Fund during the preceding year to the Board of Directors and the July Voters' Assembly.
2. Gifts and contributions from any individual, firm or corporation, in money, in securities, or in any other form of property including, by way of explanation and not in limitation, direct gifts for the purpose of the Fund, gifts in memory of any deceased person or in appreciation or recognition of any living person, gifts in the form of a devise or bequest under will or trust instrument, and gifts or proceeds or portions of proceeds of insurance, annuity, or endowment policies or contracts, may be received by the Fund at any time. Any gifts not specifically designated for the Fund may be so designated by a two-thirds (2/3) vote of the Board of Directors.
3. Means for acknowledging the receipt of each gift and contributions shall be established and maintained, including, whenever feasible, a designation of the value ascribed to each gift.

4. All funds and property shall be kept and maintained separate, distinct and independent from the funds and property otherwise belonging to the Church and School.
5. However, the Committee shall in no event be required to make physical segregation of the assets of the Fund in order to conform to the directions of any individual donors, but may establish separate accounts in its accounting records.
6. The Committee is to inform the Church Members of the congregation of the purpose of the Fund, and may periodically arrange for Church Members of the congregation to meet with professional counselors in the areas of charitable giving, wills, bequests, insurance, etc.
7. All new members of the Committee are to receive a copy of the Fund directives to become acquainted with the function and purposes of the Fund.

Section G. Powers

The manager of the Fund, whether the Fund is managed and administered by the Committee, or whether the Fund is delivered to an asset management firm for management and administration, shall have the following power and authority.

1. The property constituting the corpus of the Fund shall be directly, or indirectly through publicly registered mutual funds, invested and reinvested in any kind of property, (whether real or personal, tangible or intangible, and/or domestic or foreign but limited to, publicly traded securities, real estate, investment grade bonds of publicly traded corporations, bonds of national governments or their agencies, notes and mortgages and/or accounts or certificates of banks or other lending institutions, and each investment shall be managed and protected in accordance with the principles herein established. In exercising the authority granted in this section, the decisions with respect to investment shall be guided by the concept of a prudent investor whose investment purpose includes both income and capital appreciation while (1) requiring safety of corpus as a primary consideration, (2) regard for investment in income producing property, and (3) requiring diversification of investments. In amplification, but not limitation, of the foregoing, authority is granted:
 - a. subject to approval by the Board of Directors, to acquire interests in property by purchase or other method; to sell, exchange, redeem or convert any property interests; and to rent or lease real property of the Fund;
 - b. to exercise all rights and privileges accruing to a holder of securities, including (without limitation) all conversion, subscription, and preemptive rights; to deposit any securities with, delegate discretionary power to, and participate, cooperate and contract with, as a member of the Committee or otherwise, any protective committee of security holders; and to effectuate any merger, consolidation, dissolution, reorganization or financial adjustment of the issuer of any securities and/or any transfer, demise, or encumbrance of any of its properties;

- c. to sell and/or manage any real property owned by the Fund; to erect, repair, remodel, reconstruct, demolish or remove building or other improvements is subject to approval by the Board of Directors if over 5% of the value of the real property ; to partition, subdivide, dedicate all or any part of it to public or semi-public use, and to grant easement or other charges with respect to it subject to approval by the Senior Pastor.
 - d. to abandon any property interest deemed worthless or of insignificant value;
 - e. to foreclose any mortgage, lien, or other encumbrance, and to purchase the encumbered property, whether through foreclosure or private arrangement;
 - f. to maintain a portion or all of the property constituting the Fund in liquid form, even though little or no income is earned thereon; and
 - g. to use income funds (irrespective of their derivation) for any purpose of the Fund and with respect to any property of the Fund (irrespective of the income, if any, it produces.
2. Without limiting the authority otherwise conferred, the additional authority is hereby granted to be exercised as is believed to be in the best interest of the Fund:
- a. to accept and receipt for any inter vivos, testamentary or other transfer of property to the Fund;
 - b. to hold property, and to negotiate and execute documents on behalf of the Fund, in the name of the Fund or in the name of a nominee(s) without disclosing any fiduciary, relationship to anyone;
 - c. to allocate between income and corpus (in case where reasonable doubt of the applicable law exists) in equitable proportions, any money or other property received, and any loss or expenditure incurred;
 - d. to vote, or refrain from voting, securities having voting privileges and to give any type of proxy (with or without voting directions) to vote the same;
 - e. to make division and distribution of property held in the Fund, (whenever directed to do so) either in kind or in cash, or partly in kind and partly in cash and for such purpose to set values upon any property of the Fund;
 - f. to protect the Fund and its property by insurance against damage, loss or liability;
 - g. to establish checking account(s) in which may be deposited income and/or corpus cash; and

- h. to employ, at the expense of the Fund, attorneys, investment counsel, brokers, custodians of assets, and other agents, and employees.
- 3. The Management Committee may not borrow funds nor allow any property of the fund to be secured as collateral for any borrowed funds including margin loans.

Revised and Approved by the Congregation January 2020

Approved by the Florida-Georgia District Board of Directors April 16, 2020