

**CHRIST THE GOOD SHEPHERD LUTHERAN CHURCH
CANTON, MICHIGAN**

**By-Laws
August 10, 2008**

ARTICLE I

Every communicant member of Christ the Good Shepherd Lutheran Church, Canton, Michigan (the "Church") who is eighteen (18) years of age or older shall have the right to vote on the following matters:

1. Procedure for Calling a Pastor or Teacher

Only such candidates shall be called and elected to serve as pastor(s) (ministers of religion ordained) or as ministers of religion commissioned as are eligible for a call in the Lutheran Church Missouri Synod and profess acceptance of, and pledge faithful adherence to, the Confessions of this Congregation as set forth in Article 2 of its Constitution.

The Lay Leadership Board shall create a call committee of four (4) members at large to manage the Call Process for any open Pastoral or Called Worker positions. The Call Committee shall contact and request the assistance of the Michigan District Circuit Counselor throughout the Calling Process. When a pastor or a teacher is to be called, every member of the congregation has the privilege of making one or more nominations to the Call Committee. After consultation by the Call Committee with the President of the Michigan District or his representative, candidates for the pastorate shall be proposed at the next regular meeting of the Voting Membership or at a special meeting called for that purpose. In the case of a teacher, the Call Committee shall consult with the appropriate District representative and shall present a list of candidates in the same manner as described above.

The Voters shall then adopt a list of candidates. At that meeting, or at a subsequent regular or special meeting of the Voting Membership, the Voters shall elect one of the proposed candidates by ballot and simple majority. It shall be the duty of the Chairman to see that notice of his election is delivered promptly to the candidate in whatever manner the Voting Membership shall deem advisable.

Negotiations for contract teachers (new or renewal) shall be delegated to the Lay Leadership Board and such negotiations and the terms agreed to shall come before the Voting Membership for approval in regular or special meeting assembled.

2. Removal of any Pastor or Called Worker. Sufficient grounds for removal of a Pastor or Called Worker shall be persistent adherence to false doctrine, scandalous life, willful neglect of official duties, or evident and protracted incapacity to perform the functions of the office to which the individual has been called. Charges on any of these counts shall be carefully investigated by the Lay Leadership Board (the "LLB"). The LLB, after consultation with the appropriate officers of The Michigan District 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. Additionally, a called worker may be terminated in order to maintain fiscal viability in compliance with policies concerning fiscal viability.

3. Acquisition or Disposal of Real Property. The acquisition or disposition of real estate (i.e. land, fixed improvements and construction of fixed improvements), except for the acquisition or disposition of real estate with a value of \$100,000 or more.
4. Disposition of Personal Property. The disposition of personal property with a value in excess of \$50,000.
5. Long-Term Debt. The approval of the incurrence of long-term debt (more than twelve (12) months duration).
6. Excommunication. The excommunication of a member of the Congregation.
7. Election or Removal of Members of the LLB. The election or removal of members of the LLB. Removal of a member of the LLB may occur for persistent adherence to false doctrine, scandalous life, willful neglect of official duties, or evident and protracted incapacity to perform his or her duties.
8. Election or Removal of Officers. The election or removal of the Chairman, Vice-Chairman and Secretary of the Congregation. Removal of any of the foregoing officers may occur for persistent adherence to false doctrine, scandalous life, willful neglect of official duties, or evident and protracted incapacity to perform his or her duties.
9. Merger or Dissolution of the Church. Merger or dissolution of the Church.
10. Amendment of the Constitution and By-Laws. Amendment of the Constitution or the By-Laws of the Church.
11. Review and Approve Ministry Plan. Annually review and approve the Desired Outcomes as recommended by the LLB.

ARTICLE II

MEETINGS OF THE CONGREGATION

1. Annual Meeting. The Annual Meeting of the Congregation shall be held at least 6 weeks prior to the end of each fiscal year for the purposes of receiving a report on the ministry of the Church, electing the officers of the Church and the at-large members of the LLB and conducting business with regard to any other matters properly brought before the Annual Meeting. In general, for purposes of order, Roberts' Rules of Order shall prevail.
2. Special Meetings. The LLB, the Chairman of the Congregation, the Senior Pastor or any ten (10) members of the Congregation by written request may call a special meeting of the Congregation provided that proper notification is given to announce a special meeting of the Congregation. (As used herein, the term "Senior Pastor" shall be equivalent to the Director of Ministries of the Church.) Proper notification for any special or 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.
3. Quorum; Vote Required; Minutes. Whenever a meeting has been properly called, the number of voting members of the Congregation present shall constitute a quorum. All decisions shall be by majority vote of the voting members present with the exception of the amendment of the Constitution, the removal of a Pastor or Called Worker, and the merger or dissolution of the Church as a corporation, which shall be by two-thirds majority vote of the voting members present. Minutes shall be kept of all regular and special meetings of the Congregation.

ARTICLE III

ACCEPTANCE INTO AND TERMINATION OF COMMUNICANT MEMBERSHIP

1. Acceptance into Membership . An applicant for communicant membership in the Congregation shall consult the Senior Pastor or designated Called Worker who shall determine whether such applicant is eligible for membership in accordance with Article 4 of the Constitution. An applicant not familiar with the doctrines and confessions of The Lutheran Church-Missouri Synod shall attend a course of instruction and make profession of his or her faith before the Congregation before being received as a member. An applicant from another Evangelical Lutheran Church shall submit a letter of transfer from his or her former congregation to establish his or her eligibility for membership. In the case of an applicant whose previous membership in a Lutheran congregation has lapsed, the Pastor may arrange for a period of re -instruction prior to reaffirmation of faith by the applicant. After an applicant has given satisfactory evidence of his or her eligibility in accordance with this sub-section, his or her admission as a communicant member shall be recommended by the Senior Pastor to the Congregation. The roster of new members shall be publicized to the Congregation.

2. Termination of Membership. Communicant membership shall be terminated and the member removed from the Church's membership role, with the recommendation of the LLB, only for one of the following reasons:
 - A. Death. Death;

 - B. Request for Transfer. Personal request of the member for transfer of membership to another church;

 - C. Request for Release. Personal request of the member for release from membership;

 - D. Location Unknown . "Location unknown" for a period of one year or longer;

 - E. Excommunication: Self-exclusion. When a member of the Church has not attended worship services and communed for at least twelve (12) consecutive months, after admonition and encouragement to do so, the member's name shall be transferred to the mission file of the Congregation. The individual shall be notified of such action by certified mail and shall be declared to have excluded himself or herself from the Congregation. Such self-exclusion releases the individual from all responsibilities to this Congregation, and also excludes the individual from the privileges of membership in the Congregation. Such an individual

shall, however, at all times be cordially welcome to attend worship services and to seek re -instatement to membership in the Congregation.

- F. Excommunication: Discipline. Excommunication is to be applied to any 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. The Committee on Lay Eldership of the LLB, in conjunction with the Senior Pastor, shall administer church discipline on behalf of the Congregation, and if necessary, recommend to the Congregation the excommunication of a member.

- G. Restoration of Membership. Persons who have been removed from membership pursuant to sub-paragraphs **E or F** above shall be restored with all rights and privileges when the individual repents and asks forgiveness through the Senior Pastor and the LLB. Both acts of discipline and restoration shall be made known to communicant members of the Congregation by whatever method the Senior Pastor and the LLB deem most suitable.

ARTICLE IV

OFFICERS OF THE CONGREGATION

The Officers of the Congregation shall consist of a Chairman, Vice-Chairman and Secretary. Any voting member of the Congregation may hold these offices, except that the offices of Chairman and Vice-Chairman may be occupied by males only.

ARTICLE V

THE LAY LEADERSHIP BOARD

1. Membership. The LLB shall be comprised of the Officers of the Congregation and a maximum of six (6) members at-large chosen at the Annual Meeting of the Congregation. The members of the LLB shall have been communicant members of the Congregation for at least two (2) continuous years prior to assuming a position on the LLB, shall not be ministry staff members or employees of the Church and shall practice personal spiritual disciplines for the development of their own faith life and endeavor to lead exemplary spiritual lives (e.g. personal Bible study, devotional/prayer life and Biblical stewardship). The Chairman of the Congregation shall preside at all meetings of the LLB, and the Secretary shall be the recording secretary of the LLB. The Senior Pastor shall be an ex officio member of the LLB.

2. Responsibilities. The responsibilities of the LLB shall be as set forth in the statement of LLB Self-Governance Policies. The LLB shall maintain a Policy

Manual setting forth its responsibilities, governing policies and values, and its governing process. There shall be a standing Committee on Lay Eldership established and formed from the male members of the Congregation who have proven themselves to be faithful to the Lord and His church. This Committee shall be made up of the Chairman and the Vice-Chairman and at least two (2) other male members of the Congregation, other than the Chairman and Vice-Chairman. The purpose of this Committee is to assist the Senior Pastor and the Associate Pastors in carrying out the pastoral ministry (i.e. discharging the pastoral functions, dealing with matters of spiritual authority and discipline, and serving as a source of advice for the Senior Pastor and Associate Pastors). This Committee will meet as needed.

3. Term of Office. Each at-large member of the LLB shall serve a three year term established on a staggered basis, and may succeed himself or herself as a member at large of the LLB for no more than 2 terms (6 years). The officers serving on the LLB shall serve two year terms and may succeed themselves for no more than 2 terms (4 years). The term of office of each officer and member of the LLB shall commence as of September 1 following such individual's election.
4. Meetings. The LLB shall meet at least quarterly at a time and place determined by the Chairman. The time and place of each regular meeting of the LLB shall be published in the Church bulletin not less than two (2) Sundays prior to each meeting. The Chairman, or 50% of the members of the LLB or the Senior Pastor may call special meetings of the LLB by informing members of the time and place of such meeting on not less than three (3) days prior notice. The time and place of each special meeting of the LLB shall be published on the Church's Internet site and in the Church office not less than three (3) days prior to such meeting. Minutes of all meetings of the LLB shall be maintained.
5. Quorum and Decisions. A majority of the members of the LLB shall constitute a quorum of the LLB. Decisions of the LLB will be made by a simple majority vote of those members present and constituting a quorum. The Chairman shall not vote except in case of tie votes.

ARTICLE VI

NOMINATION AND ELECTION OF OFFICERS AND MEMBERS OF THE LLB

1. Nominating Procedure. The Chairman of the Congregation will select a Nominating Committee of not less than five (5) voting members of the Congregation consisting of the Vice-Chairman of the Congregation, one additional member of the LLB and three (3) members at large, plus the Senior Pastor as an ex officio member. The Nominating Committee shall be chaired by the Vice-Chairman of the Congregation. The Nominating Committee will prepare a single slate of candidates drawn from communicant members, eighteen (18)

years of age or older. The Nominating Committee shall confirm the willingness of each nominee to serve prior to placing his or her name in nomination. The Nominating Committee shall nominate individuals to fill the officer and LLB positions to be filled. At least two (2) weeks prior to the date of the election, the Nominating Committee shall provide the Congregation with notification of the nominees by written announcement at Sunday worship services for at least two (2) consecutive Sundays prior to the date of the Annual Meeting.

2. Election Procedure. At the Annual Meeting of the Congregation, the officers and members of the LLB shall be elected by simple majority vote of the communicant members present and voting. Nominees in addition to the persons nominated by the Nominating Committee may be nominated from the floor during the Annual Meeting. Voting for nominees shall be by written ballot.
3. Vacancies in Elected Offices. In the event that any officer position or any position on the LLB becomes vacant for any reason, the LLB shall, by simple majority vote fill the vacant position for the remainder of the un-expired term. An individual appointed to fill a vacancy shall remain eligible for the term of office provided in Article V, section 3 above.

ARTICLE VII

DUTIES OF OFFICERS

1. Chairman. The Chairman of the Congregation shall preside at all meetings of the Congregation. He shall, to the best of his ability, enforce the Constitution and By-Laws of the Congregation and carry out the express will of the Congregation as embodied in the resolutions of the Congregation. He shall also preside at all meetings of the LLB and shall endeavor to coordinate the functions, plans, and activities of the Congregation for the furtherance of the work of Christ's Kingdom in this Congregation.
2. Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman in his absence, his disability or at his request. He shall serve as the chair of the Nominating Committee.
3. Secretary. The Secretary shall record the proceedings of the Congregation's meetings and the LLB meetings, register all members attending the meetings and submit minutes for approval at the following meeting of either the Congregation or the LLB. The Secretary shall provide copies of the Constitution, the By -Laws and the Policy Manual to all members of the LLB.

ARTICLE VIII

INDEMNIFICATION

To the fullest extent permitted by law, the Congregation 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 the Congregation, because he or she was a director, officer, called worker or employee of the Congregation, 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 the Congregation, 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 IX

AMENDMENT

These By-Laws may be further amended by the favorable vote of a two-thirds (2/3s) majority of those present at an Annual Meeting or a special meeting of the Congregation. Proposed amendments shall be presented in writing at such a Congregation meeting.

These By-Laws were approved and ratified by the Voters Assembly of Christ the Good Shepherd Lutheran Church, Canton, Michigan, on October 17th, 2004.

Dated this 10th day of August, 2008.

Eric I. Ekong, Chairman

ATTEST:

Ruth Germeroth, Secretary