

THE CONSTITUTION OF TRINITY LUTHERAN CHURCH
OF
BATON ROUGE, LOUISIANA

ADOPTED SEPTEMBER, 1972
AMENDED AUGUST, 1995

BYLAWS AMENDED FEBRUARY, 2008

REVISED DECEMBER, 2017

PREAMBLE

It is the will of our Lord Jesus Christ that His Church should make disciples by preaching the Gospel to the whole world (Mark 16:16, Matthew 28:18-20, Acts 1:8). That Christ's mission for His Church might be carried out according to His will, He has commanded that Christians unite in worship (Hebrews 10:24-25), practice fellowship with one another (Acts 2:42), witness to all men (Acts 1:8), help each other grow in the word (Ephesians 4:11-14) serve the needs of all men in Christian love (Ephesians 4:7-16, Mark 10:42-44, John 13:35, Galatians 6:10), administer the Office of the Keys as His Church (John 20:21-23, Matthew 18:15-20), and maintain decency and order (I Corinthians 14:40) in the Church.

ARTICLE I - NAME

The name of this congregation shall be Trinity Lutheran Church, located at 10925 Florida Boulevard, Baton Rouge, Louisiana 70815, with a second campus located at 15160 South Harrells Ferry, Baton Rouge, Louisiana 70816.

ARTICLE II - PURPOSE

The purpose of this Congregation shall be to serve its members and to spread the Kingdom of God by the preaching of the Word of God, by the administration of the Sacraments, and by the religious instruction of youth and adults, according to the confessional standard of The Lutheran Church-Missouri Synod (Article III), and to foster Christian fellowship and charity.

Trinity Lutheran Church, as people created by the Father, redeemed by Christ, and empowered by the Spirit, commits to regular worship and use of the Sacraments, studying and teaching God's Word, praying, effectively using gifts and talents in God's service, caring for others and sharing the Good News of God's grace; so that God is glorified and people may know Jesus as their Savior and Lord.

ARTICLE III - CONFESSIONS

This Congregation accepts all the canonical books of the Old and New Testaments as the verbally inspired and revealed Word of God, and all the Symbolical Books of the Evangelical Lutheran Church, contained in the Book of Concord of the year 1580, as the correct presentation and true exposition of Christian Doctrine drawn from the Holy Scriptures, viz:b:

1. The Three Ecumenical Creeds, viz.: the Apostolic, the Nicene, and the Athanasian
2. The Unaltered Augsburg Confession
3. The Apology of the Augsburg Confession
4. The Smalcald Articles

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5. Luther's Large Catechism
6. Luther's Small Catechism
7. The Formula of Concord

ARTICLE IV - MEMBERSHIP

A. BAPTIZED MEMBERSHIP

Baptized members are those who have been baptized in the name of the Father, Son and Holy Spirit. This includes children on the membership rolls who have not yet confirmed their baptismal vows.

B. COMMUNICANT MEMBERSHIP

Communicant members are:

1. Those who have been baptized in the name of God the Father, Son and Holy Ghost and who have confirmed their baptismal vows either as children or adults;
2. Those who present a letter of transfer from a sister Lutheran congregation;
3. Those who by Profession of Faith give evidence of the qualifications necessary to receive the Lord's Supper, accept all the canonical books of the Old and New Testaments as the only Divine rule and standard of faith and life, and are familiar at least with Luther's Small Catechism and declare their acceptance of it.

C. DUTIES OF COMMUNICANT MEMBERSHIP

1. To attend Divine Services faithfully;
2. To lead Christian lives and not live in manifest works of the flesh (Galatians 5:9-21);
3. To partake of the Lord's Supper frequently;
4. To contribute regularly and faithfully, as God prospers them, toward the building of Christ's Kingdom in the congregation and throughout the world;
5. To devote their time and talents to the extension of the Kingdom of God;
6. To permit themselves to be fraternally admonished and corrected when they have erred; and
7. To abstain from being members, affiliates, or supporters of secret societies or other Christ denying organizations.

D. VOTING MEMBERSHIP

All communicant members who have reached their eighteenth year, have been accepted by the Voters Assembly, and have read and signed the Constitution and Bylaws of the Congregation are voting members and shall be entitled to vote at age 18 and to hold office at 21 years of age, as specified in the Bylaws.

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ARTICLE V - THE OFFICE OF THE PASTOR, TEACHER, AND ALL OTHER CALLED SERVANTS OF THE LORD

The pastoral office of this congregation as well as that of a called teacher in the parochial school, or other called servants of the Lord shall be conferred upon such minister, teachers, and candidates only as profess and adhere to the confessional standard set forth in ARTICLE III of this Constitution and are well qualified for their work.

Pastors, teachers and other called servants of the Lord shall, in the call extended to and accepted by them be pledged to this confessional standard.

ARTICLE VI - POWERS OF THE CONGREGATION

A. GENERAL

The congregation as a body, through the voting members, shall have supreme power to administer and manage all its external and internal affairs. The establishment and conduct of all institutions and societies within the Congregation, such as the parochial school, Sunday school, youth societies, ladies' organizations, choir, etc., shall at all times be subject to the approval and supervision of the Congregation. The Congregation, however, shall not be empowered to decide anything contrary to the Word of God and the Confessions of the Lutheran Church (ARTICLE III), and any such decision shall be null and void.

B. RIGHT OF CALLING

The right of calling pastors, teachers, or other servants of the Lord shall be vested in the Congregation and shall never be delegated to a smaller body or to an individual.

C. DECISIONS

Matters of doctrine and conscience shall be decided by the Word of God; other matters shall be decided by the Voters Assembly by a majority vote unless otherwise specified by the Constitution or Bylaws.

D. POWERS OF OFFICERS

Congregational officers or committees, whether elected or appointed by the voters, shall have no authority beyond that which has been conferred upon them, and whatever power may have been delegated to them may at any time be altered or revoked by the voters.

E. REMOVAL FROM OFFICE

Any officer, pastor, teacher, and all other servants of the Lord may be removed from office by the Congregation, by ballot, in Christian and lawful order, for one of the following causes: persistent adherence to false doctrine, scandalous life, inability to perform his official duties or willful neglect of them.

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ARTICLE VII - OFFICERS

The officers of the Congregation shall be such officers, boards or committees as the Bylaws of the Congregation may prescribe.

ARTICLE VIII - PROPERTY RIGHTS

If at any time a separation should take place on account of doctrine, the property of the Congregation and all benefits therewith connected shall remain with those voting members who continue to adhere in confession and practice to ARTICLE III of this Constitution. In the event that the Congregation should totally disband, the property and all rights connected therewith shall be transferred to the Southern District of The Lutheran Church-Missouri Synod.

ARTICLE IX - DOCTRINAL LITERATURE

Only such hymns, prayers, and liturgies shall be used in the public services of the Congregation and in all ministerial acts as conform to the confessional standard of ARTICLE III. Likewise, in all classes for instruction in Christian doctrine only such books shall be used as conform to this standard.

ARTICLE X - SYNODICAL MEMBERSHIP

- A. This Congregation shall hold membership in The Lutheran Church-Missouri Synod.
- B. It shall be the duty of the congregation and its individual members to support the work of The Lutheran Church Missouri Synod.
- C. It shall send its pastor(s) and a lay delegate to the District Convention of Synod.

ARTICLE XI - BYLAWS

This Congregation may adopt such Bylaws as may be required for the accomplishments of its purpose.

ARTICLE XII - CHANGING THE CONSTITUTION

A. UNALTERABLE ARTICLES

The following articles of this Constitution or sections thereof shall be unaltered and irrevocable: III, V, VI, VIII, and IX.

B. AMENDMENTS

Amendments to this Constitution and Bylaws may be adopted at a regular Voters Assembly, provided that:

1. They do not conflict with the provisions laid down in ARTICLE III or with any section of any other article that pertains to Scriptural doctrine and practice;

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2. The proposed amendment has been submitted in writing and filed with the Secretary of the congregation and distributed to the congregation assembled for worship at least two Sundays prior to the meeting in which the amendment is introduced.

The affirmative vote of a two-thirds majority of the voting membership present at Voters Assembly shall be required for the adoption of an amendment.

BYLAWS TO THE CONSTITUTION OF TRINITY LUTHERAN CHURCH
OF
BATON ROUGE, LOUISIANA
AMENDED FEBRUARY, 2008
REVISED MARCH, 2017

ARTICLE I - MEMBERSHIP

A. COMMUNICANT MEMBERSHIP

1. By Confirmation

Confirmation itself being a reception into church membership, all who are thus received by this sacred act become communicant members.

2. By Transfer

Persons coming with a communicant letter of transfer from a congregation in church fellowship provided they conform in all respects to the requirements for membership of this Congregation, shall be received by the pastor (and elders), whose action is to be approved in a subsequent meeting of the Voters Assembly.

3. By Profession of Faith

Other persons shall submit their application to the pastor (or an elder); and having given satisfactory evidence of qualifications for communicant membership to the pastor, they shall be received as communicant members, to be approved in a subsequent meeting of the Voters Assembly.

B. VOTING MEMBERSHIP

1. Reception

An applicant for voting membership shall be a communicant member and shall give notice to the Secretary of the Congregation of his intention to become a voting member at least thirty (30) days prior to a regular voters meeting, and shall sign a statement declaring that the applicant has, or will, read a copy of the Constitution and Bylaws of the congregation, which shall be furnished. Upon majority vote of the voting members present, he shall sign the Constitution and Bylaws of the Congregation at a regular meeting, and be declared a voting member eligible to vote at that meeting.

2. Duties

It shall be the duty of every voting member to attend the Voters Assemblies. By failing to attend such meeting, a member waives the right to cast his vote during that meeting. He shall generally participate in the business activities of the Voters Assembly.

ARTICLE II - TERMINATION OF MEMBERSHIP

A. COMMUNICANT MEMBERSHIP

1. Transfer to Other Congregations

Communicant members desiring to join a congregation in church fellowship shall present their request for transfer to the pastor (and elders), to whom authorization is granted to issue such transfers. Such transfer of membership shall be approved by the The Board of Directors in subsequent meeting.

2. Joining Other Churches

In cases where communicant members have joined another congregation outside our own fellowship, they shall, upon the recommendation of the pastor (and elders), be considered such as having terminated their membership, and their names shall be removed from the membership list by resolution of the Voters Assembly.

3. Whereabouts Unknown

The names of members whose whereabouts are unknown and cannot be established after one year, shall be removed from the membership list by the Voters Assembly, and forthwith such membership is terminated.

4. Excommunication and Self-Exclusion

Any member who conducts himself in an unchristian manner shall be admonished according to Matthew 18:15-20. If he refuses to amend his sinful life after proper admonition he shall be excommunicated. If the member refuses to discuss his case with the Pastor(s) and Elders, he has thereby excluded himself from membership. A majority vote shall be required by the Voters Assembly for excommunication or self-exclusion. Excommunication or self-exclusion terminates membership. However, such a person will, at all times, be welcome to attend all divine services.

5. Status

A person whose communicant membership has been terminated has forfeited all rights of a member of this Congregation and all claims upon the property of the Congregation as such, or upon any part thereof, so long as he is not reinstated into membership.

B. VOTING MEMBERSHIP

A voting member who is absent from the meetings of the Voters Assembly for a full year without offering valid excuse shall have his name removed from the roster of voting members; however, he may be reinstated by reapplying for voting membership.

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ARTICLE III - MEETINGS

- A. Regular meetings of the Voters Assembly shall be held twice a year on the call of the President of the Congregation. The first meeting shall be held in June and at this meeting the annual budget shall be considered. The second shall be held in November and the election of officers shall be held.
- B. Special meetings of the Voters assembly may be called as required on call of the President of the Congregation.
- C. Every Voters Assembly shall be announced (by word or in the bulletin) at a Sunday service at least two (2) weeks prior to the meeting. Whenever a meeting has been thus announced, at least one-fourth of the voting members of the Congregation, or a quorum, are in attendance, it shall be considered a properly convened and legal meeting capable of transacting business. However, for amending the Articles of Incorporation, the Constitution, the Bylaws, the erection of buildings, the purchase or sale of property, or the removal of a pastor or teacher or some other member from office, a quorum of one-third of the voting members is necessary and a two-thirds majority shall be required for the adoption of a resolution unless otherwise provided by state law.

ARTICLE IV - CALLING PASTORS, TEACHERS & OTHER SERVANTS OF THE LORD

A. NOMINATIONS

At a meeting of the Voters Assembly properly convened, the list of candidates having been received from the District President and presented, the candidates for the office of pastor, teacher or other servants of the Lord shall be submitted by the Nominating Committee. Any voter is entitled to make additional nominations from the floor.

B. ELECTIONS

The election of a pastor, teacher or other servant of the Lord from the list of candidates chosen by the Congregation shall be by ballot. The candidate receiving the majority of all votes cast shall be considered elected. The election shall, if possible, be made unanimous by a rising vote, and the call shall be sent to the pastor, teacher-elect or other servants of the Lord.

ARTICLE V - ELECTION OF CONGREGATIONAL OFFICERS

A Nominating Committee appointed by the Board of Directors shall present a slate of candidates at the November meeting of the Voters Assembly. The slate proposed by the Nominating committee shall consist of at least one name from each vacant office. Additional nominations may be made from the floor. The annual election shall be by ballot and shall take place at the November meeting. The officers-elect shall assume their respective duties on the first day of the following year. In the event of a vacancy in any office, the Board of Directors shall appoint a successor to serve until the next annual election. Officers shall be elected for the terms specified in these Bylaws and shall hold office until their successors shall have been elected and qualified. The elected officers of this Congregation shall be: the Board of Directors, consisting of not less than two (2), nor more than

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five (5) members and a President, a Vice-President, and a Secretary, which officers shall be ex-officio voting members of the Board of Directors.

The term of President, Vice-President and Secretary shall be one year; the term of the Board of Directors shall be for two years with one-half of the Board elected each year There is no limit on the number of terms to which a person may be elected.

ARTICLE VI - THE BOARD OF DIRECTORS

The Board of Directors shall consist of the President, Vice-President and Secretary of the Congregation and not less than two (2), nor more than five (5), members elected by the Voters Assembly. In addition, the Senior Pastor shall be an ex-officio voting member of the Board of Directors.

While ultimate authority remains with the Congregation, the Board of Directors shall be responsible for developing policy for the organization and conduct the business affairs of Trinity Lutheran Church. Spiritual matters shall be the responsibility of the Senior Pastor through support of the Council of Elders.

The Board of Directors shall have the authority, subject to the approval of the Voters Assembly, to appoint such officers, boards and committees as it deems advisable and to have general oversight of the performance of such officers, boards and committees. The day-to day operations shall be conducted as set forth in these By-Laws.

The Board may, from time to time, call upon officers, boards committees and/or employees of the Church to provide information as to their operations.

Regular meetings of the Board of Directors shall be held quarterly on the call of the President to consider and discuss all matters pertaining to the business of the church and to present recommendations to the Congregation. The Board of Directors shall act in matters committed to it by the Voters Assembly and, in cases of emergency, between Voters Assembly meetings. Special meetings of the Board may be called by the President or by a majority of the members of the Board to address matters which may arise needing the attention or action of the Board. The Senior Pastor, or, in his absence the Associate Pastor, may request the President to call a Special Meeting to address emergencies. At all meetings, a majority of the Members of the Board shall constitute a quorum. The Secretary of the Congregation shall act as Secretary for the Board of Directors and shall keep minutes of each meeting. Copies of the minutes shall be retained by the Secretary and be made available for inspection and copying by members of the Congregation.

The Board of Directors shall:

- Shepherd the Vision and Mission of the congregation through policies directing the staff to accomplish its goals.
- Hold the Senior Pastor accountable for goals and objectives established by the Board and Senior Pastor.

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- Administer all congregational matters including committee and board functions, except those matters reserved for the Voters Assembly.
- Charter a Call Committee for any vacant or soon to be vacant positions that require a Call.
- Act as a sounding board for the Senior Pastor.
- Appoint persons to the Endowment Board as well as persons to fill any vacancies on the Board of Directors.
- Annually appoint an Auditing Committee or person as recommended by the Chief Operating Officer.
- Approve repairs or purchase of equipment to meet the needs of the church which arise and were not included in the annual budget. Such approval shall not exceed \$25,000 per item. Any items in excess of this amount are to be presented to the Voters Assembly for approval.
- Review and amend the annual budget as compiled by the Chief Operating Officer. The proposed budget is then to be submitted to the Voters Assembly for approval.
- Approve or reject the Endowment Board's annual recommendation for distributions from the Endowment, without limitation of the distribution amounts involved.

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ARTICLE VII - OPERATING DEPARTMENTS

The business of the Church shall be conducted on an ongoing basis through four Operating Departments: Ministerial Department, Operating Department, Education Department and Child Development Department.

The heads of these departments shall be responsible for the management and operation of their department and, subject to the Constitution, By-Laws, Voters Assembly and Board of Directors, for the hiring, firing, training and supervision of the personnel assigned to their department.

The department heads may, subject to Board of Directors approval, constitute and appoint such committees as may be required to efficiently carry out their missions.

The department heads shall be appointed by the Board, with the approval of the Voters Assembly for such term as may be appropriate. Those positions which require the calling will follow the procedures set forth for such cases.

MINISTERIAL DEPARTMENT shall be headed by the Senior Pastor and be responsible for the spiritual mission of the church. Included in this department are the worship support personnel, the DCE, the Sunday School, visitation, elders, evangelism and other matters relating to the proclaiming of the Gospel of Jesus Christ and its application to the lives of His people. He shall appoint a Council of Elders, with the approval of the Board of Directors and the Voters Assembly and coordinate their activities.

In temporal matters such as resources, budget preparation, repairs to plant or equipment, the Senior Pastor will call upon the Operating Department.

OPERATING DEPARTMENT shall be headed by a Chief Operating Officer and shall be responsible for the business affairs of the Church, including, but not limited to, maintenance and construction projects, purchasing, finance, human resource management and the general operations of the Church.

The Chief Operating Officer shall be appointed by the Board of Directors, subject to the approval of the Voters Assembly.

EDUCATION DEPARTMENT shall be headed by the Principal of the Baton Rouge Lutheran School and be appointed by the Board of Directors, with the approval of the Voters Assembly.

The Principal shall be responsible for the operation of a Christian day school and all matters pertaining to that operation.

CHILD DEVELOPMENT DEPARTMENT shall be headed by a Director of Child Development appointed by the Board of Directors, with approval of the Voters Assembly. This Director shall be responsible for the operation of the Child Development Center.

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ARTICLE VIII - DUTIES OF OFFICERS AND BOARDS

A. PRESIDENT

1. Shall preside at all meetings of the Board of Directors and of the Voters Assembly.
2. Shall be an ex-officio member of every committee except the Nominating Committee.
3. Shall call special meetings of the church and of Committees (the Pastor may also call special meetings).
4. Shall appoint members to other committees or functions not herein specified in the Constitution or Bylaws.

B. VICE-PRESIDENT

1. Shall assist the President in carrying out the duties of the office of President.
2. Shall, in the absence of the President, perform the duties of the President.
3. Shall, in the event of a vacancy in the office of President, succeed to the office of President for the remainder of the term.

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C. SECRETARY

1. Shall carry out all correspondence for the congregation.
2. Shall maintain the roster of the Voters Assembly.
3. Shall keep accurate minutes of the meetings of the Board of Directors and the Voters Assembly for a permanent record.

D. NOMINATING COMMITTEE

1. Shall consist of a Chairman and members appointed by the Board of Directors.
2. Shall present a slate of candidates for the Congregational offices two Sundays prior to and at the November Voters Assembly.

E. COUNCIL OF ELDERS

1. Shall be appointed by the Senior Pastor and approved by the Board of Directors and Voters and annually elect a Chairman of the Council;.
2. Shall assist the pastor(s) in all matters pertaining to the spiritual welfare of the Congregation.
3. Shall consider complaints and grievances of members of the Congregation in accordance with Matthew 18:15-16, "Moreover, if thy brother shall trespass against thee, go and tell him his fault between thee and him alone; if he shall hear thee, thou hast gained thy brother. But if he will not hear thee, then take with thee one or two more, that if in the mouth of two or three witnesses every word may be established." has been observed, and they shall report to the Congregation those which cannot otherwise be adjusted, in accordance with Matthew 18:17-18 which reads: "And if he shall neglect to hear them, tell it unto the church; but if he neglect to hear the church, let him be unto thee as a heathen man and a publican. Verily I say unto you, 'Whatsoever ye shall bind on earth shall be bound in heaven; and whatsoever ye shall loose on earth shall be loosed in heaven.'"
4. Shall make every effort to induce members who have been negligent in their attendance of services, in the use of the sacraments, and the financial support of the church, to mend their sinful ways and fully enjoy the rights and privileges of their membership.
5. Shall see to it that all services are conducted in such a manner as to avoid needless

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disturbances and to foster an attitude conducive to worship among those in attendance.

6. Shall assist the pastor in arranging for pulpit assistance, special services and guest speakers.
7. Shall appoint and supervise ushers and the head usher.
8. Shall be an example of Christian conduct and conversation.

F. ADDITIONAL COMMITTEES

1. Shall be appointed by the Board of Directors, or Department Heads, as needed.

ARTICLE IX – SENIOR PASTOR

As the spiritual leader of our Congregation, the office of Senior Pastor is the primary office of Trinity Lutheran Church. The various offices and departments created herein exist to support him in his ministry and to relieve him of the everyday tasks of administration, so that he may concentrate on his mission of ministry and evangelism.

ARTICLE X - THE CONGREGATION'S ENDOWMENT

A. NAME

Trinity Lutheran Church of Baton Rouge, LA shall have a congregational endowment fund called THE TRINITY LUTHERAN CHURCH ENDOWMENT (hereinafter called the “Endowment”).

B. PURPOSE

The Endowment’s purpose shall be to receive and administer gifts and bequests and to apply such funds and assets in accordance with the terms of these By-Laws. All funds and other assets received by and for the Endowment shall be one of the funds and assets of Trinity Lutheran Church, but shall not be used for normal operating expenses or general budgetary items of the congregation or church.

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Subject to the terms of Section D below, the Endowment's funds shall be applied for the mission and ministry of Trinity Lutheran Church and/or The Lutheran Church—Missouri Synod, including, but not limited to:

1. **Scholarships** – Scholarships to students going into full-time church work as as Pastors, Teachers, Directors of Christian Education. Priority will be given in the following order: (1) Home, (2) Circuit, (3) District, (4) Synod.
2. **Building Fund** –New building projects or property acquisition.
3. **Building and Grounds Improvement** – Special projects to improve church facilities. (Example: remodeling, new furnaces, landscaping.)
4. **Lutheran Day School and/or Preschool** – Special projects to support the Baton Rouge Lutheran School. (Example: computers, new desks, teacher continuing education.)
5. **Benevolence** - Special gifts to aid families in our congregation with the cost of Christian counseling and other special financial needs. (Example: Lutheran Family Service, marriage, drug and alcohol dependency, utilities, rent.)
6. **Technology** – Special electronic projects or other technological opportunities as they become available. (Example: additions to sound system, audio-visual equipment, office machines, computers, etc.)
7. **Church Music** – Special gifts to support music programs. (Example: choir robes, music, organ repair, special music programs.)
8. **Education** – Special projects to support Christian education programs. (Example: VBS, Sunday School, Bible Classes, Confirmation, Adult classes)
9. **Evangelism** – Special projects for programs to reach the unchurched. (Example: radio, TV, newspaper, training for evangelism.)
10. **Youth Programs** – Special projects to support youth ministry programs. (Example: youth retreats, counselor training, youth gathering scholarships, summer camp scholarships.)
11. **Worship** – Special purchases to support worship needs. (Example: Paraments, vestments, church furnishings, banners, communion ware, liturgical decorations)
12. **Other** – Specific Christian purposes designated by the donor and accepted as appropriate to the purpose, administration and use of the Endowment.

C. GIFTS AND BEQUESTS

1. Individuals who desire to support the Endowment should specify that their gift is to: “Trinity Lutheran Church of Baton Rouge, for the Trinity Lutheran Church Endowment”. This specification will ensure that gifts will be administered according to the terms of the Endowment, whether they are made during an individual's life, or made following death through a bequest or gift in a will, or trust, or through a beneficiary specification of some or all of the proceeds of a life insurance policy, annuity, or retirement plan.
2. The Endowment may at any time receive gifts and contributions from any individual, firm or corporation, in money, in securities or in any other form of property, including, but not limited to, direct gifts for the purpose of the Endowment, gifts in memory of any deceased person or in appreciation or recognition of any living person, gifts in the form of an inter vivos gift or bequest under Will or trust instrument, and gifts or proceeds or portions of proceeds of insurance, annuity or endowment policies or contracts.
3. The Endowment may at any time reject gifts from any individual, firm or corporation. Gifts of operating businesses, partial interests in property, gifts encumbered by debt, gifts of

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property which may have title or environmental problems, or gifts of property which may not be marketable within a reasonable period of time (considering the expense of owning the property) may not be acceptable. In addition, certain types of property may cause adverse federal or state income tax problems for the congregation and may therefore not be acceptable.

4. **Designated Gifts**

Gifts and bequests may be given with special terms or conditions as to the use of the gift and/or of the income providing that such designated use is consistent with the stated Purpose of the Endowment.

5. **Nondesignated Gifts**

All gifts accepted and received into the Endowment that are not Designated Gifts, shall be considered Nondesignated Gifts.

D. DISTRIBUTION OF FUNDS

1. **Principal and Income**

- a. Income from Designated Gifts will be distributed in accordance with the accepted and stated conditions placed on the gift by the donor. Designated gifts may also include a provision for distribution of Principal if so specified in the designation.
- b. Income from Nondesignated Gifts shall be applied to projects and programs consistent with the purpose of this Endowment.
- c. Both Principal and Income from Nondesignated Gifts may be used for item B2. "Building Fund."

2. **New Programs**

In the initial two years of a new congregational program or project which is normally funded by the operating budget, Endowment Income may be used on a proportionally decreasing basis so that by the third year, if not sooner, the new program or project is fully supported by the operating budget.

3. **Application for Funds**

Application forms will be completed by any board or committee of the congregation, stating the purpose and need for such funds. Forms must be submitted by September 1. Approved funds will be made available for use at the beginning of the next calendar year.

E. THE BOARD

1. The Endowment shall be administered by a board (hereinafter called the "Endowment Board").
2. The Endowment Board operating under the Board of Directors shall promote and manage the Endowment Fund. The Endowment Board shall be comprised of six members as follows:
 - a. the Chairperson, elected by the Voters Assembly to a three-year term shall also serve as a member of the Board of Directors and may be re-elected by the Voter's Assembly;
 - b. the Senior Pastor of the congregation shall be a non-voting member serving in an advisory capacity, except in the case of a tie vote as set forth in subsection 5. below;
 - c. and four other members of the congregation, appointed by the Board of Directors, for three year terms and subject to reappointment. The Endowment Board will elect one of these four as the Endowment's Treasurer and one as the Endowment's Secretary.

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The initial terms of the four appointed members shall be staggered as follows – one for a term of three years; two for a term of two years; and one for a term of one year.

3. Members of the Board shall not receive monetary compensation for their services, but shall be reimbursed by the Endowment for any actual expenses incurred in administration of the Endowment.
4. A quorum shall consist of at least 3 members. The affirmative vote of a majority present and voting shall carry any motion or resolution.
5. In the event of a tie vote, the Senior Pastor shall have the authority to render a tie-breaking vote.
6. The Endowment Board may recommend that the assets of the Endowment be delivered to any qualified investment management institution(s). Any agreement entered into that transfers all or part of the management responsibilities from the Endowment Board to another organization shall be valid only if approved by the Church Council.
7. The Endowment Board shall meet at least on a yearly basis.
8. The Endowment Board shall establish such written rules and regulations as may be necessary for the conduct of its business. It shall adopt standards and goals to guide in the expenditure of the income from the Endowment, which it may amend, all within the stated purposes of the Endowment.
9. The Endowment Board 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 in the Endowment shall be executed by the Treasurer and Chairperson of the Board.
10. The Endowment Board shall maintain complete and accurate books of account and may employ such professional help as it deems necessary in this task.
11. The secretary shall maintain complete and accurate minutes of all the meetings of the Endowment Board and supply a copy thereof to each member. Each member shall keep a complete copy of minutes to be delivered to his or her successor.
12. The Chairperson, or the member designated by the Chairperson, shall preside at all meetings of the Endowment Board.
13. The Endowment Board, in accordance with its written policies and procedures, shall make recommendations at least annually for the distribution of income and principal from the Endowment. The Church Council may accept or reject the recommendation of the Endowment Board.
14. No member of the Endowment Board shall engage in any self-dealing or transactions with the Endowment in which the member of the Board 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 Endowment.
15. Members of the Endowment Board shall have no personal liability for monetary damages to Trinity Lutheran Church, the Trinity Lutheran Church Endowment, or any donor of the Endowment for acts done or decisions made in their capacity as a member of the Endowment Board; however this provision shall not eliminate liability for (a) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law or (b) for any transaction from which the Member derived an improper personal benefit.

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F. DUTIES

1. The Endowment Board shall manage and invest the funds and assets received by and into the Endowment; collect and deposit income therefrom; make distributions in accordance with the terms of these By-Laws; and pay expenses which are necessary and related to such administration.
2. The Endowment Board shall adopt and implement an Investment Policy for the Trinity Lutheran Church Endowment to provide consistency and oversight for the assets of the Endowment.
3. The Endowment Board shall, at least annually, render a full and complete account to the congregation of the administration of the Endowment during the preceding year, to include, whenever feasible, a designation of the market value ascribed to each gift.
4. The Endowment Board shall have the sole discretion to accept or reject gifts in accordance with Section C 2. and C 3. at any time.
5. Standards for acknowledging the receipt of each contribution from a donor shall be established and adhered to by the Endowment Board. Some property may cause unexpected tax or other consequences to the donor. The Endowment Board is not responsible for advising donors of the tax or other consequences of any gift. Donors are advised to consult with their own attorney, tax advisor and other professional advisors about the consequences of a gift in their circumstances.
6. Separate identification and recording shall be made of all transactions with respect to any Designated Gift.
7. All assets of the Endowment shall be kept and maintained separate, distinct and independent from the assets otherwise belonging to the church. However, the Endowment Board shall in no event be required to make physical segregation of the assets of the Endowment in order to conform to the directions of any individual donors, but may establish separate accounts in its accounting records.
8. The Endowment Board is to inform the members of the congregation of the purpose of the Endowment and may periodically arrange for members of the congregation to meet with professional counselors in the areas of charitable giving, wills, bequests, insurance, etc.
9. All new members of the Endowment Board shall be provided with a copy of the Trinity Lutheran Church By-Laws, along with the Endowment Board's written guidelines, policies and procedures. New members are to become acquainted with the function and purpose of the Endowment.
10. The Endowment records shall be audited annually at the same time as the records of the Treasurer of the congregation are audited, in time so that such audit report will be on file prior to the time of the annual meeting of the congregation.
11. The Endowment Board shall from time to time review the church's insurance policy to insure it adequately protects the endowment's assets.
12. The Endowment Board shall not take any actions not permitted (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or (c) by a nonprofit corporation under the laws of the State of Louisiana, as amended.

THE BYLAWS TO THE CONSTITUTION OF TRINITY LUTHERAN CHURCH

G. POWERS

The provisions of this Article shall govern the Endowment Board's management of the Endowment:

1. The property constituting the principal of the Endowment shall be invested and reinvested in any kind of property, (whether real or personal, tangible or intangible, and /or domestic or foreign), including, but not limited to, securities, real estate, oil, gas and other natural resources 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. In amplification, but not limitation, of the foregoing, authority is granted:
 - a. To acquire interests in property by purchase, lease, rental or other method; to sell, option, exchange, redeem or convert any property interests; and to rent or lease property of the Endowment;
 - b. To exercise all rights and privileges accruing to a holder of securities, including all voting, conversion, subscription and preemptive rights; to deposit any securities with, delegate discretionary power to, and participate, cooperate and contract with, as a member or otherwise, any protective committee or 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 manage and/or develop any real property owned, leased or otherwise held by the Endowment; to erect, repair, remodel, reconstruct, demolish or remove buildings or other improvements on it; to partition or subdivide it; to dedicate all or any part of it to public or semi-public use; and to grant easement or other charges with respect to it;
 - d. To abandon any property interest deemed worthless or of insignificant value;
 - e. To borrow money from any source; to encumber property of the Endowment and to repay any loan due by the Endowment;
 - f. To foreclose any mortgage, lien, or other encumbrance; and to purchase the encumbered property, whether through foreclosure or private arrangement;
 - g. To establish and maintain, out of income, depreciation, depletion and/or amortization reserves;
 - h. To maintain a portion or all of the property constituting the Endowment in liquid or nearly liquid form, even though little or no income is earned thereon;
 - i. The Endowment's assets may be pooled and allocated for investment purposes to allow for ease of administration. The Endowment Board shall also have power and authority to divide the Endowment, determining values and designating particular assets for the categories of gifts received by the Endowment, to assign like or unlike properties to different categories, to create or hold undivided interests in any property of the Endowment, and to make distributions and payments in cash or in kind or in both.

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2. Without limiting the authority otherwise conferred, additional authority is hereby granted to be exercised as is believed to be in the best interest of the Endowment:
 - a. To accept and receive any inter vivos gifts, testamentary gifts or other transfers of property to the Endowment;
 - b. To hold property; and to negotiate and execute documents on behalf of the Endowment, in the name of the Endowment or in the name of a nominee(s), without disclosing any fiduciary relationship to anyone;
 - c. To allocate between income and principal (in cases where reasonable doubt of the applicable law and/or valuation 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 directions) to vote the same;
 - e. To make division and distribution of property held in the Endowment (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 Endowment;
 - f. To protect the Endowment and its property by insurance against damage, loss or liability;
 - g. To establish checking account(s) in which may be deposited income and/or principal cash; and
 - h. To employ, at the expense of the Endowment, attorneys, investment counsel, brokers, custodians of assets and other agents and employees.
 - i. The Endowment Board may establish committees for its responsibilities in managing the Fund, and may seek the assistance of volunteers with the skills needed to carry out the purposes of the Fund. Committees may include, but not be limited to Investments, Acceptance of Assets, Acceptance of Restrictions, Receipts, Priorities, Distributions, Reports and Publicity.

H. FISCAL YEAR

1. For tax, accounting, distribution or other purposes, the fiscal year of Trinity Lutheran Church shall be the fiscal year of the Endowment.
2. Within two months after the close of each of the Endowment's fiscal years, and at such other time(s) as is deemed convenient, an itemized written statement accurately reflecting the position of the Endowment'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 Endowment's inception or the previous account, as the case may be, shall be submitted by the Endowment Board to the Trinity Lutheran Church Voters' Assembly.

I. DURATION

The Endowment shall continue in existence and be used as hereinabove provided, unless earlier revoked, so long as Trinity Lutheran Church shall continue to exist. In the event that the Endowment is dissolved or in the event that Trinity Lutheran Church is closed, disbanded, dissolved or otherwise terminated, the remaining assets attributable to Designated Gifts shall be distributed pursuant to Article Eight of the Trinity Lutheran Church Constitution and, if possible, in a manner consistent with the applicable Designations set forth by the donor.

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J. AMENDMENTS

Notwithstanding anything to the contrary contained herein, no amendment shall be effective to cause a Designated Gift to be administered or applied in a manner that is inconsistent with the donor’s Designation for such gift.

ARTICLE XI - CHANGES IN REGULATIONS

The Congregation shall from time to time adopt, alter or amend rules and regulations (or directives) for the guidance of officers and committees in their work.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern the proceedings of the Board of Directors and the Voters Assembly in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or the standing rules or guidelines. The Board of Directors may, from time to time, amend the Rules of Order when a majority of the Board shall deem it necessary. The Voters Assembly may do likewise.

ARTICLES XIII- ORDER OF BUSINESS

The following Order of Business is suggested for the regular Board of Directors and Voters Assembly meetings:

1. Devotion
2. Roll Call
3. Reading and Adoption of Minutes of the previous meeting
4. Admission of New Members
5. Reports of Officers and Boards
6. Unfinished Business
7. New Business
8. Prayer
9. Adjournment

These By-Laws are adopted by a vote of the Voters Assembly of Trinity Lutheran Church this ____ day of _____, 2016.

, Secretary

ATTEST:

, President