

CONSTITUTION AND BY-LAWS OF  
ST. PAUL'S LUTHERAN CHURCH  
ASHLAND, KENTUCKY

Effective 01/01/98  
Last Amended September 14, 2010  
PREAMBLE

WHEREAS, according to the Word of God a Christian congregation should conform to that Word in what it teaches its members to believe and how it expects them to live, and

WHEREAS, in such a congregation all things are to be done decently and in order, we, therefore,

RESOLVE, that the following Constitution and its By-Laws shall supersede and replace all former Constitutions and By-Laws of the Evangelical Lutheran St. Paul's Congregation of the Unaltered Augsburg Confession, at Ashland, Kentucky.

## ARTICLE I.

### Name

The name of this congregation as a corporation shall be St. Paul's Lutheran Church of Ashland, Kentucky.

## ARTICLE II.

### Purpose and Rights

The purpose of this body shall be that of a religious organization established and maintained, not for profit, but to preach and teach the Gospel of Jesus Christ according to the confessional standard of the Lutheran Church as set forth in the Declaration of Creed, (Art. III).

This corporate body shall have authority to exercise the general rights, privileges and powers it may need to accomplish the purpose for which it is formed, as granted by the laws of the Commonwealth of Kentucky.

## ARTICLE III.

### Declaration of Creed

This congregation and all its members as individuals accept without reservation:

1. The Scriptures of the Old and the New Testament as the inspired Word of God and the only rule and norm of faith and practice;
2. All Symbolical Books of the Lutheran Church as a true and unadulterated statement and exposition of the Word of God.
  - a. These Symbolical Books are: The three Ecumenical (Universal) Creeds: The Apostolic Creed, The Nicene Creed, and The Athanasian Creed; The Unaltered Augsburg Confession; The Apology of the Augsburg Confession; The Smalcald Articles; The Large Catechism of Luther; The Small Catechism of Luther; and The Formula of Concord.

## ARTICLE IV.

### Membership

#### SECTION I. COMMUNICANT MEMBERSHIP

1. Communicant membership shall be extended to those who:
  - a. Are baptized in the name of the Triune God; and
  - b. Declare their acceptance of and adherence to the Declaration of Creed as contained in Article III of this Constitution;
  - c. Search the Scriptures regularly and lead a Christian life;
  - d. Present a properly executed application;

- e. Have met the requirements of the congregation: in the matter of confirmation; give evidence of adequate instruction in the fundamental doctrines of the Christian religion and are familiar, at least, with Luther's Small Catechism; or present a letter of transfer from a recognized sister congregation;
  - f. Are not members of any secret and/or anti-Christian society having its own religious principles, ceremonies, rituals, and chaplain (lodge), or of any other organization whose principles and practices conflict with the Word of God.
2. Communicant membership by transfer shall become effective when, upon recommendation of the Church Council, the Voters' Assembly has approved the application.
  3. A certificate of communicant membership shall be issued to each communicant member.
  4. Communicant membership shall be maintained by:
    - a. Faithfully using the Word of God and attending public worship, and frequently partaking of Holy Communion;
    - b. Contributing according to ability to the maintenance and extension of the Church;
    - c. Presenting their children for Holy Baptism as soon as possible;
    - d. Providing their children of school age with adequate instruction and training in pure Christian doctrine as offered and prescribed by the congregation;
    - e. Abiding faithfully by the Constitution and By-Laws of this congregation.

## SECTION II. VOTING MEMBERSHIP

1. The privilege of voting membership shall be granted to such communicant members only as have:
  - a. Attained the age of 18 years;
  - b. Regularly attended services and partaken of the Sacrament of Holy Communion.
  - c. Been accepted by resolution of the Voters' Assembly at a regular meeting;
  - d. Signed a statement attesting to have read and received a copy this Constitution and its By-Laws.
2. All voting members shall be eligible for elective offices in the congregation, however, only male members shall be eligible to hold the offices of Chairman, Vice-Chairman, and/or Elder.
  - a. A voting member shall show an active interest in the affairs of the congregation by, as possible, regularly attending scheduled meetings of the Voters' Assembly.
3. Resignations from voting membership shall be placed before the Church Council, in writing, to be presented to the Voters' Assembly.

4. A voting member who does not attend any regularly scheduled Voters' Assembly meeting for one calendar year shall be notified of his/her absence, in writing, by the Recording Secretary. If, after notification, the voting member does not attend one of the next two regularly scheduled meetings the Voters' Assembly shall:
  - a. Terminate the individual's voting rights.
  - b. Instruct the Recording Secretary to place the individual on an "inactive voter list" and readjust the "active voting quorum" necessary for the Assembly to transact the business of the congregation.
  - c. By resolution, reinstate voting membership upon attendance of a regularly scheduled meeting. However, the individual will not become an "active voting member" until the next regularly scheduled meeting of the Voters' Assembly.

## ARTICLE V.

### Transfer and Withdrawal

1. Letters of Transfer shall be granted by the Voters' Assembly and issued by the Pastor to members applying for a transfer to a sister congregation.
2. Letters of Peaceful Release shall be granted by the Voters' Assembly and issued by the Pastor to members applying for transfer to a non-sister congregation.
  - a. Pastor and the Board of Elders shall make every attempt to contact these individuals concerning their reasons for leaving.
3. Delinquent members and/or those members who have moved from the Parish and have failed to request a letter of transfer or peaceful release may, after a period of one year, be declared by a resolution of the Voters' Assembly to have forfeited their membership.
  - a. Pastor and the Board of Elders shall make every attempt to contact these individuals concerning their delinquency and/or lack of diligence in finding a new church home.

## ARTICLE VI.

### Church Discipline

1. A manifest and impenitent sinner shall be admonished in accordance with the various steps prescribed in Matthew 18:15-17, whenever that procedure is possible. However, Pastor and the Board of Elders shall be consulted concerning and/or initiate and conduct the final step of these procedures.
2. Fruitless admonition shall result in excommunication and the loss of all rights and privileges of membership.
3. A member refusing to submit to church discipline shall be adjudged as having deliberately severed his/her connection with the congregation.

4. Upon the recommendation of Pastor and the Board of Elders the excommunication of a member shall, at a regularly scheduled meeting, require a two thirds' majority vote of those present at the Voters' Assembly.
  - a. The member in church discipline shall be deprived of his right to vote until the question at issue is settled.
5. After giving satisfactory evidence of repentance an excommunicated person or one who has severed his connection with the congregation shall, upon the recommendation of Pastor and the Board of Elders, be eligible for reinstatement into membership.
  - a. Reinstatement of the member shall, at a regularly scheduled meeting, require majority vote of those present at the Voters' Assembly.

## ARTICLE VII.

### Authority of the Congregation

#### SECTION I. THE VOTERS' ASSEMBLY

1. The Voters' Assembly is the governing body of this organization with full authority to direct the policies, practices and purposes of the congregation, and to determine the qualifications for membership.
2. Any enactment or commitment, whether it proceed from an individual, group, society and/or organization within the congregation, shall be invalid and must be rescinded if it meets with the disapproval and rejection of the Voters' Assembly.
3. The Voters' Assembly shall have no authority to decide or enact anything contrary to the Word of God and the Confessional Writings enumerated in Article III.
4. All groups, societies and/or organizations (Societies) within the congregation shall be under the control and supervision of the Voters' Assembly.
  - a. Each Society organized under the sanction of the Voter's Assembly shall submit a copy of its constitution and by-laws as well as an annual report of its activities to this assembly.
  - b. Each Society requiring the financial support of this congregation shall, in October, submit an annual budget to the Budget Committee for review and submittal to the Voters' Assembly for approval.

#### SECTION II. BOARD OF TRUSTEES

1. The corporate powers of the congregation, subject to the limitations of this Constitution and By-Laws, shall be exercised and controlled by a Board of Trustees duly elected by the Voters' Assembly.
2. The Board of Trustees shall represent the congregation in all matters required by the Articles of Incorporation of the Congregation.
3. The Board of Trustees shall have no legal rights or powers except such as are vested in it by resolutions of the Voters' Assembly.

### SECTION III CHURCH COUNCIL

1. The Church Council (See By-Laws, Article V) shall, subject to the limitations of this Constitution and By-Laws, be the governing Board of the congregation during the time between meetings of the Voters' Assembly.
  - a. The Church Council will consider, discuss, and conduct all matters of business pertaining to the general welfare of the congregation, as committed to it by the Voters' Assembly and/or presented by the various Boards and Societies. Meetings of the Church Council will be open to all members of the congregation.
  - b. Shall act as a planning council and prepare the order of business for all meetings of the Voters' Assembly. It shall deliberate upon matters designed to promote the best interests of the congregation and of Synod and, whenever possible, make definitive recommendations to the Voters' Assembly.
  - c. Decisions of the Church Council may be appealed. Said appeal is to be brought before the Voters' Assembly. As necessary, the Chairman of the congregation will call and schedule, at the earliest possible date, a meeting to consider said appeal.
2. The Church Council shall have no legislative but only advisory, directive and executive authority.
3. The Church Council shall have no authority to decide or enact anything contrary to the Word of God and the Confessional Writings enumerated in Article III.

### ARTICLE VIII.

#### Office Of Pastor And Teacher

### SECTION I. BESTOWAL OF OFFICE

The congregation shall bestow the Office of Pastor or Teacher only upon those Pastors, teachers or candidates who:

1. Unreservedly pledge their acceptance of and adherence to the Declaration of Creed as contained in Article III of this Constitution;
2. Are members of, or have qualified and applied for membership in, the same Synod to which the congregation belongs; and
3. Have been properly and rightfully called by the congregation through its Voters' Assembly.

## SECTION II. REMOVAL FROM OFFICE

1. Removal from office of a Pastor, or teacher, may be effected only by the observance of Christian principles and correct procedures, outlined in Matthew 18:15-17.
2. Valid and urgent reasons for removal from office are: persistent adherence to false doctrines; scandalous life; willful neglect of official duty; or evident and protracted inability to perform the functions of office.
3. As applicable, the individual may have the benefit of representation from a member of the congregation, Circuit Counselor, or such designee as they may want.
  - a. A two thirds' majority vote of members present at this special/regular meeting shall be necessary to censor/remove the individual.

## ARTICLE IX.

### Synodical Membership

1. The congregation shall hold membership in the Lutheran Church-Missouri Synod as long as that Synod remains an Orthodox Lutheran body (i.e., adhering to the Word of God and the Confessional Writings enumerated in Art. III). The congregation shall send the required delegates to the conventions of such Synod.
2. It shall be the duty of the congregation and its individual members to support the work and program of their Synod according to ability.

## ARTICLE X.

### Hymns, Forms of Worship and Books

1. Only doctrinally sound hymns and forms of worship shall be used in public worship and in all official acts.
2. In addition to the Bible and the Small Catechism of Luther only books, literature, and teaching aids which are sound and Scriptural in doctrine shall be used for religious instructions.

## ARTICLE XI.

### Ownership Of Property In Case Of Division

1. Should division on account of doctrine occur - which may God graciously avert! - the property of the congregation and all interest connected therewith shall belong to those members who steadfastly and unreservedly adhere to the Declaration of Creed as contained in Article III.
2. In case the congregation should be dissolved, all its assets and property shall fall to the Synod in which the congregation held membership.

## ARTICLE XII.

### Amendments

1. Article III of this Constitution and any other article or section that pertains to Scriptural doctrine and practice shall be unalterable and irreparable.
2. This Constitution may be amended by the affirmative vote of a two-thirds majority of the "active voting" members present at any regular meeting of the Voters' Assembly, provided that the proposed amendment(s) has been submitted in writing at a previous meeting. Any proposal to amend the Constitution shall be announced to the congregation two Sundays before any regular meeting.

## BY-LAWS

### ARTICLE I

#### Voters' Assembly

1. Regular meetings of the Voters' Assembly shall be held on the second Thursday of March, May, September, November and December. These meetings are to be announced in the church bulletin on the preceding Sunday and/or the monthly newsletter/calendar.
  - a. In addition to routine business, the presentation, discussion and approval of next year's Church Budget shall be held at the November meeting.
  - b. In addition to routine business, the election of next year's Church Officers shall be conducted at the December meeting of the Assembly.
2. Special meetings may be called by resolution of the Voters' Assembly, by order of the Church Council, and/or in urgent cases; by the Pastor; the Chairman of the congregation and/or their designee; or by petition of any five voting and/or non-voting members of the congregation. Special meetings must also be announced on the Sunday prior to the meeting, and order of business stated.
3. One-fourth of the Voting Members on the roll shall be necessary to constitute a quorum in order to transact business at any duly announced meeting.
4. Robert's Rules of Order will apply when procedure is not covered by the Constitution or By-Laws.

## ARTICLE II

### Officers

1. The Officers of this congregation shall be: a Chairman; a Vice-Chairman; a Recording Secretary; a Treasurer; a Board of Trustees; a Board of Elders; a Board of Deacons; a Financial Secretary and three (3) elected assistants; a Sunday School Superintendent; an Assistant Sunday School Superintendent; a Board of Auditors; and such other officers as may be helpful in carrying out the purpose of the congregation.
  - a. The 11/93 Voters' Assembly retired the Board for Christian Education. This Board can be reactivated should the Congregation show sufficient interest.

## ARTICLE III

### Terms Of Office

1. Unless otherwise stated, all terms of office shall run for one year.
2. Boards having three members serve for three years, one member being elected each year; with four members, two are elected annually for two year terms; and with six members, two are elected annually for three year terms.
3. Resignations from office shall be placed before the Church Council, in writing, to be presented to the Voters' Assembly for action.

## ARTICLE IV

### Election of Officers

1. At the September meeting of the Voters' Assembly, a Nominating Committee Chairperson and two additional members shall be appointed by the Chairman of the congregation.
  - a. Members shall not be appointed to serve more than two (2) consecutive terms on the committee.
2. This committee shall present a list of one or more candidates for each elective office to be filled. The committee shall make sure that all candidates proposed are willing to serve. The list shall be approved and/or may be augmented by the Voters' Assembly at the December election meeting.
  - a. Nonvoting members of the congregation, over the age of 18 years, are also eligible for and may be elected to certain offices.
3. At the December meeting of the Voters' Assembly, officers shall be elected by a majority ballot(s).
  - a. If a vacancy should occur, the Chairman of the congregation shall reactivate the previous Nominating Committee. They shall seek a replacement for the vacancy and present a candidate(s) at the next regularly scheduled Voters' Assembly.

4. Other officers, delegates to the convention of Synod, representatives to lay conferences, etc. shall be chosen by acclamation in the Voters' Assembly.
5. Officers elected during the election meeting shall be inducted on, as possible, the First Sunday in the new year, but will assume office on New Year's Day.
6. All standing and appointed boards/committees shall select a chairperson/representative from their own members. The chairperson/representative (or designee) of this board is responsible for and will represent this board at all Council, Voters' Assembly and/or Budget Committee meetings.

## ARTICLE V

### Church Council

1. All officers and/or board representatives elected by ballot shall constitute the Church Council.
2. The Vice-Chairman shall preside at the meetings of the Church Council.
3. The Church Council shall hold regular meetings once each month, as follows: on the second Thursday of January and on the first Thursday of each of the remaining months of the year. The Church Council shall abide within the authority granted by the Constitution under Article VII, Section III.
4. Shall be empowered to, within approved/reasonable budgetary constraints, make appropriations of up to one thousand (\$1000). Purchases, charitable contributions, etc., above \$1000 shall require the approval of the Voters' Assembly.
5. Any member of the congregation shall have the right to appear before the Church Council to present matters intended to promote the welfare of the congregation and of Synod.
6. Special meetings of the Council may be called by the Voters' Assembly, the Pastor, the Vice-Chairman, or three members of the Church Council.
7. The Pastor shall be ex officio member of the Church Council, as well as member of all boards, committees and organizations within the congregation.

## ARTICLE VI

### Duties Of Officers

#### THE CHAIRMAN:

The Chairman shall preside at meetings of the Voter's Assembly. He shall exercise care that the meetings are conducted in an orderly and Christian manner. The parliamentary procedure shall be governed by Robert's Rules of Order. He shall see to it that resolutions of the congregation are carried out and appoint all committees, unless otherwise determined. The Chairman shall, as necessary, represent and/or be the spokesman for the congregation at internal/external church related functions and meetings. The Chairman will, in the event that an Elder is not present, assist the Pastor with the distribution of Holy Communion.

#### THE VICE-CHAIRMAN:

The Vice-Chairman shall perform the duties of the Chairman in the absence of that officer or when requested by the Chairman to do so. He shall preside over meetings of the Church Council. He shall, when necessary, assist the Pastor with the distribution of Holy Communion.

#### THE RECORDING SECRETARY:

The Recording Secretary shall keep a permanent record of the transactions and resolutions of the Voters' Assembly and Church Council in both regular and special meetings, file all committee reports, submit previous meeting minutes for approval at the next regular meeting, and promptly enter the approved minutes in books provided for such purposes.

The Recording Secretary shall: keep a membership book containing a list of all "active and inactive" voting members; keep a record of attendance at all meetings; and give a report of the previous year's attendance at the first meeting of the new year. Shall notify all delinquent voting members, by letter, before their names are removed from the voting list (Per Constitution, Art. IV, Section II, Item 4).

As necessary, except for pastoral letters, the Recording Secretary shall attend to the correspondence of the congregation and keep copies of such correspondence on file.

#### THE BOARD OF TRUSTEES:

The Board of Trustees shall have the charge of all real and personal property of the congregation and shall hold and manage such property in agreement with instructions given by the Voters' Assembly and in accordance with the articles of incorporation.

It shall be responsible for negotiating and obtaining for the congregation any matters of a contractual nature and shall hold and manage such contracts in agreement with instructions given by the Voters' Assembly.

It shall provide for proper protection of the congregation's property through insurance and through the safe-keeping of its deeds and other valuable documents.

It shall recommend a Custodian to the Voters' Assembly for approval and supervise the work.

For maintenance of the property and other necessary expenditures it shall be empowered to draw on the treasury to the amount stipulated in the annual budget and in exceptional cases an additional five hundred dollars (\$500) for any one purpose without consulting the Voters' Assembly.

#### THE BOARD OF ELDERS:

The Elders shall nurture the spiritual development of all members of the congregation, and counsel/assist the Pastor in the spiritual care of the members. The Elders will also correct the erring and admonish/nurture the careless and indifferent and those who are lax in church and Communion attendance. They shall, as possible, maintain a complete record of all baptized and communicant members.

They shall offer assistance to and comfort those in distress and be particularly concerned about the poor and needy of the congregation. In case of contention and strife within the congregation, they shall endeavor to reconcile the contending parties.

Because of the very nature of their work, the Elders shall be particularly careful to set the example of a devout Christian life.

They shall assist in the distribution of Holy Communion and provide for substitute preachers or reading services whenever the pulpit of the congregation cannot be filled by its Pastor.

The Elders shall supervise the work of all evangelism programs; and with willing volunteers welcome visitors; and in conjunction with the Board of Deacons and Pastor assist in making follow-up contacts either by mail, phone or in person.

The Elders shall, as necessary and in conjunction with the Officers of this congregation, establish and supervise all stewardship programs (i.e., time, talents, finances, etc.).

#### THE BOARD OF DEACONS:

The Board of Deacons shall be in charge of all public services, maintain good order and render such assistance as may be necessary for various official acts (e.g., the setting up of Holy Communion, preparing for and assisting Pastor at Baptisms, etc.). Maintain general worship and communion attendance records. Will, in the unlikely event that an Elder, the Chairman and Vice-Chairman are unavailable, assist the Pastor with the distribution of Holy Communion.

The Board of Deacons shall seek, review and select an Organist/Choirmaster for the Church. They shall recommend the Organist/Choirmaster to the Voters' Assembly for approval and then assist the Pastor in the supervision of the same.

They shall recommend to the Budget Committee the expected cost of maintaining the hymnals and communion supplies, music for the choir, and the Organist/Choirmaster's salary.

The Deacons are responsible for and/or will assist the Greeters in seeing that visitors are initially welcomed and will try to obtain their names and addresses. They shall maintain a guest book for the Church records.

It shall have the power to appoint and supervise a staff of ushers.

#### THE TREASURER:

The Treasurer shall: receive deposit slips for all congregational, benevolent and synodical funds from the Financial Secretary; make the proper entries in a ledger; and make payment by bank check of all bills, salaries and other obligations of the congregation.

The Treasurer shall remit each month to the District Treasurer the moneys received for benevolent and Synodical purposes.

The Treasurer shall submit a month by month report of transactions to meetings of the Church Council/Voters' Assembly and make available for publication an annual report showing a summary of receipts and disbursements.

The Treasurer shall bring the financial condition, needs and problems of the congregation to the attention of the Church Council, Voters' Assembly and all members of the Parish. The Treasurer shall have the power to, as necessary, request an every-member canvass to try and

enlist the financial support of all communicant members, secure pledges for contributions and/or encourage regular and proportionate giving.

The Treasurer shall submit a ledger, together with orders for payment and vouchers, to the Board of Auditors at the end of each year.

In the event that the Treasurer is unable or unavailable to issue checks and/or conduct the business of Treasurer, the Financial Secretary shall, by the direction of the Chairman or Vice-Chairman assume those duties of the Treasurer.

#### ASSISTANT TREASURER:

Under the By-Laws of this Constitution the Church Council can recommend and the Voters' Assembly elect an Assistant Treasurer to assist and/or perform the duties of the Treasurer in his absence.

#### THE FINANCIAL SECRETARY:

The Financial Secretary is responsible for overseeing three elected members who will receive all monetary contributions, current budget, and non-budget; count and record the receipts; and deposit the money in a bank or banks designated by the Voters Assembly. They shall also furnish weekly collection reports to the Church Treasurer, Pastor, Financial Secretary and Church Secretary. It shall, on a rotating monthly basis, be the duty of one of the elected members to count and appropriately deposit all monies. The time and place of counting the money shall be at their convenience.

The Financial Secretary shall: credit each contributor with the amount of their envelope and/or reported contributions; issue a written statement to each contributor for any one time giving of \$250 or more; and by the third Sunday of the new year, issue an annual statement to all contributors. The Financial Secretary shall: obtain and issue, at the request of the individual/family, proper collection envelopes by the third Sunday of December; give an annual report to the Voters' Assembly; and submit such report for proper auditing. Shall preserve the contribution envelopes and reports for a minimum of five (5) years.

The Financial Secretary will, as an elected representative of the congregation, properly acknowledge the receipt of all memorial contributions.

#### THE BOARD FOR CHRISTIAN EDUCATION:

See By-Laws, Article II, Section 1a. Should this Board be re-established:

The Board for Christian Education shall consist of six members: three elected members; the Pastor; Principal; and the Superintendent of the Sunday School. It shall plan, direct and supervise the entire educational program of the parish.

It shall keep the congregation informed in regard to the success and progress of the educational program and the educational needs (building, equipment, personnel) in the congregation.

It shall urge all members loyally and liberally to support all educational agencies of the parish.

It shall encourage members, whenever necessary, to make full use of the educational agencies provided by the congregation.

It shall keep a record of all children of school age in the parish and see whether each child receives instruction in the Christian religion.

It shall visit the educational agencies and look to their proper functioning. It shall, upon recommendation by the Sunday School Superintendent or the Pastor, appoint the personnel of the Sunday School and make provision for Sunday School teacher training courses.

It shall encourage regular church attendance on the part of the children and, under the direction of the Deacons, assist in keeping good order among them during the service.

It shall supervise the youth work in the parish, provide capable counselors for the youth organization, subject to the approval of the Voters' Assembly, and outline the duties of these counselors.

It shall seek to stimulate and maintain a lively interest in Christian education in all members of the parish.

It shall report at each meeting of the Church Council and Voters' Assembly, on the educational activities in the congregation.

It shall render such other services in the interest of Christian Education as the congregation may require and direct.

#### THE SUNDAY SCHOOL SUPERINTENDENT:

The Superintendent of the Sunday School shall supervise the administration of the Sunday School Program, Vacation Bible School and the Children's Christmas Program. Shall seek and appoint personnel for these programs and, as possible, make provisions for teacher training. As necessary, the Pastor, the Board of Deacons, the Committee for Youth Ministry, the Board for Christian Education (see above) and the Voters' Assembly will assist the Sunday School Superintendent in the implementation of these programs.

The Sunday School Superintendent (or their designee) shall conduct the opening devotions of the Sunday School sessions. Shall keep a record of all children/adults attending Sunday School/VBS and record their attendance.

The Sunday School Superintendent shall, as it relates to Sunday School, seek to stimulate and maintain the congregation's interest in Christian Education. Shall report regularly to the Church Council and Voters' Assembly on the status of the Sunday School.

#### THE ASSISTANT SUNDAY SCHOOL SUPERINTENDENT:

The Assistant Sunday School Superintendent shall collect and deposit contributions to the Sunday School. Shall make payment by bank check of all bills and other obligations of the Sunday School.

The Assistant Sunday School Superintendent shall perform the duties of the Sunday School Superintendent in the absence of that officer or when requested by the Sunday School Superintendent to do so.

#### THE BOARD OF AUDITORS:

The Board of Auditors, consisting of three elected members, each to serve for a term of three years, shall audit the records at the close of each calendar year, or whenever they consider such an audit necessary.

It shall audit the records of the Treasurer and the Financial Secretary at the close of each calendar year.

It shall audit any and/or all financial records of the congregation or any organization/committee within the congregation upon request of the Voters' Assembly.

#### BUDGET COMMITTEE:

The Budget Committee will consist of the Treasurer; the Financial Secretary; the Chairman of the Congregation; and the Chairperson/representative of the Board of Elders, Board of Trustees, Board of Deacons, and the Board for Christian Education (see above). The committee will meet during the month of October to prepare the annual budget for the Church. In November, the committee will submit the annual budget to the Church Council for review and to the Voters' Assembly for approval.

#### COMMITTEE FOR YOUTH MINISTRY:

The Committee for Youth Ministry shall consist of the adult leaders of the Youth Group and the Board for Christian Education (see above).

As necessary, the Pastor, Board of Elders and the Sunday School Superintendent or another representative of the Board for Christian Education will assist the Nominating Committee in the selection of the adult leaders (to be at least one male and one female). At any regular meeting of the Voters' Assembly, adult leaders can be elected by majority ballot.

The Committee for Youth Ministry shall: represent youth interest within the Congregation; ensure youth fellowship with emphasis on adolescent spiritual growth; plan, coordinate and supervise all activities of the Youth Group; provide a forum for youth and parent concerns to the Congregation; and encourage youth participation in Church activities and the Youth Group.

Shall appoint a representative to duly report, to the Church Council and Voters' Assembly, on the activities and requirements of the Youth Group.

#### ARTICLE VII.

The By-Laws may be amended by a simple majority affirmative vote at any regular Voters' Assembly meeting. Any proposal to amend the By-Laws shall be announced to the congregation two Sundays before any regular meeting.

## ARTICLE VIII.

### Fiduciary Responsibilities

Those directors (Officers) duly elected or appointed to the board of directors (Church Council) who do not receive anything of value from this corporation for serving as a director other than reasonable per diem compensation/reimbursement for actual, reasonable and necessary expenses incurred by such Officer shall be deemed a "volunteer director" for all purposes hereunder:

1. A volunteer director shall not be personally liable to the corporation or its membership and/or members for monetary damages for any breach of the directors fiduciary duty except for liability arising from or relating to:
  - a. A breach of directors duty of loyalty to the corporation or its member;
  - b. Actual omission not in good faith or the involvement of intentional misconduct or a knowing violation of the law;
  - c. An act in violation of the provisions of state laws;
  - d. Any transaction from which a director derives improper personal benefit;
  - e. Any act of omission resulting in liability occurring before 00/00/97;
  - f. Any act of omission that is grossly negligent.
2. The corporation shall assume all liability to any person or entity other than the corporation or its members for all acts or omissions of a volunteer director occurring on or after 00/00/97.
3. The corporation, by adoption of a resolution in accordance with its articles of incorporation and bylaws, and pursuant to the provisions of Public Act Kentucky, shall have the power to indemnify those persons serving in the position of, or at the request of the corporation as directors, officers, trustee, employee or agents against expenses including attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by a person in connection with any action, suits or proceedings, formal or informal, relating to the service of said individual on behalf of the corporation if such person acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interest of the corporation or its members, or with respect to any criminal action or proceeding if the person had no reasonable cause to believe that the conduct engaged in was unlawful. The corporation, through its board of directors (or other governing group) shall have such further or other authority to indemnify directors, officers, employees or agents consistent with the provisions of Public Act Kentucky.

ARTICLE IX.

Order of Business

For The Voters' Assembly

The general order of business shall be:

Call to order

Opening Devotion

Roll Call

Adoption of Minutes

Reception of Communicant Members

- a. Transfers and dismissals

Reports of Officers

- a. Treasurer and Financial Secretary
- b. Board of Elders
- c. Board of Trustees
- d. Board of Deacons
- e. Sunday School Superintendent
- f. Board of Auditors
- g. Board for Christian Education

Pastor's Report

Reports of Standing Committees

- a. Committee for Youth Ministry
- b. Construction Committee
- c. Budget Committee
- d. Nominating Committee

Reports of Select Committees

Unfinished Business

New Business

Communications and Announcements

- a. Reception and/or reinstatement of Voting members

Adjournment with the Lord's Prayer

**Amendments to the 01/01/98 Constitution and By-Laws of  
St. Paul's Lutheran Church  
Ashland. KY**

1. June 1999 to By-Laws, Article I, Voter's Assembly, Section 1.

Regular meetings of the Voters' Assembly shall be held on the second Thursday of March, June, September, November and December.

Changed to:

Regular meetings of the Voters' Assembly shall be held on the second Thursday of March, May, September, November and December.

2. April 2000 to By-Laws, Article I, Voter's Assembly, Section 1.

These meetings are to be announced in the church bulletin on the preceding Sunday and/or the monthly newsletter.

Changed to:

These meetings are to be announced in the church bulletin on the preceding Sunday and/or the monthly newsletter/calendar.

3. April 2000 to By-Laws, Article V, Church Council, Section 3.

The Church Council shall hold regular meetings on the first Thursday of every month and shall abide within the authority granted by the Constitution under Article VII, Section III.

Changed to:

The Church Council shall hold regular meetings once each month, as follows: on the second Thursday of January and on the first Thursday of each of the remaining months of the year. The Church Council shall abide within the authority granted by the Constitution under Article VII, Section III.

4. April 2000 to By-Laws, Article VI, Duties Of Officers, The Treasurer.

Added:

In the event that the Treasurer is unable or unavailable to issue checks and/or conduct the business of Treasurer, the Financial Secretary shall, by the direction of the Chairman or Vice-Chairman assume those duties of the Treasurer.

5. September 2010 Change to the By-Laws

Changed the amount that the council may spend from \$150 to \$1000