

September 1, 2020

Dear Member of First Trinity Lutheran Church,

These are difficult times. It is hard being separated, to not be able to join together at church for worship and fellowship. You are in our prayers. We miss you.

We also want you to know you are an important part of this Body of Christ. We value your input and want to make sure you have a say in the workings of your congregation here at First Trinity. We are contacting you to propose changes to the Constitution and By-Laws of our congregation.

We believe the proposed changes will make it easier for the Voter's Assembly and the Ministry Council to conduct the business of the congregation in times when in-person meetings are burdensome (e.g., relating to health or other difficult or unusual circumstances) such as we are seeing now during the COVID-19 pandemic. The changes will allow for the meetings to take place either in-person and/or by use of technology taking into consideration the need to provide for an open and fair exchange of ideas and secure, private, and confidential voting.

As per our current constitution the process for change is: "Amendments to this Constitution may be proposed in writing in any Voters' Assembly meeting by any voting member. If the majority of the voting members present shall vote in favor of the proposal, a copy of such proposed amendment shall be mailed to all voting members at least two (2) weeks preceding the next meeting. Thereupon the final vote shall be taken in that meeting, or at a duly publicized continuation of that meeting, and a two-thirds (2/3) majority of the voting members there present shall be required for adoption."

And the process of change of the By-Laws is: "These Bylaws may be amended in a properly convened Voters' Assembly by a two-thirds majority of voting members present provided the proposed change has been published at least two weeks prior to the meeting in which the amendment is voted upon."

In accordance with these rules, the changes were proposed at the recent Voters Assembly on August 1, 2020. The majority of those present voted in favor of this proposal. We are now sending these to you for review prior to the next Voters' Assembly scheduled to take place on September 19 at 10 a.m., when a final vote will be taken.

Please review the changes in the attached document. These are indicated in bolded, italicized and boxed words. If you have any questions or comments about this process or the proposed changes, please contact me at jrocken@gmail.com or 716-432-2655.

Sincerely,

Joel Rockensuess
Ministry Council President
First Trinity Lutheran Church

**CONSTITUTION OF
FIRST TRINITY LUTHERAN CHURCH
TONAWANDA, NEW YORK**
Effective as of February 2, 2013

PREAMBLE

Whereas the Word of God demands that a Christian congregation not only conform to this Divine Word in doctrine and practice (Ps. 119:105; Matt. 28:18-20; Gal. 1:6-8; 2 Tim. 4:1-5), and that all things be done decently and in order (1 Cor. 14:40). Therefore, we, a congregation of Lutherans in the Tonawanda-Amherst area of New York, accept and subscribe to the following Constitution and bylaws, in accordance with which all spiritual and material affairs of our congregation shall be governed.

ARTICLE I: **NAME**

The name of this congregation is First Trinity Lutheran Church, Tonawanda (Buffalo), New York, incorporated under the laws of New York on February 28, 1844.

ARTICLE II: **OUR PURPOSE**

It is the purpose of this church to plan, organize, direct, coordinate, and manage all available people, money, materials, and facilities in accomplishing the mission of our Triune God in and for the world. Membership in this part of the Body of Christ is defined by responding to Christ's call to be a disciple and servant in this world. Membership is also defined by involvement in a community of believers who are coping with the fundamental issues of life, and celebrating in worship the life-transforming and life-giving power of the Gospel.

ARTICLE III: **CONFESSIONAL STANDARD**

This congregation acknowledges and accepts all the Canonical Books of the Old and New Testaments as the inspired and revealed Word of God, and acknowledges and accepts all the confessional writings of the Evangelical Lutheran Church contained in the Book of Concord of the year 1580 as true and correct exposition of the doctrines of the Word of God. These confessional writings are:

The three ecumenical creeds (Apostolic, the Nicene, and the Athanasian), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large and Small Catechisms, and the Formula of Concord.

ARTICLE IV: **SYNODICAL AFFILIATION**

This congregation with its pastor(s) and called staff shall be a member of the Lutheran Church Missouri Synod so long as said synod shall remain true to the confessional standard as set forth in Article III of this Constitution.

ARTICLE V: **MEMBERSHIP**

The membership of this congregation includes baptized, confirmed and voting members. The receiving of new members and the termination of membership shall be set forth in policies established by the Ministry Council in accordance with the spirit of this Constitution. The types and responsibilities of membership are as follows:

A. Baptized Members — Baptized members are all persons within the congregation who have been baptized in the name of the Triune God, whether children or adults, and come under the pastoral care of this congregation. It is the expectation of the congregation that they:

1. Worship faithfully and regularly.
2. Lead a Christian life as taught in Galatians 5:19-26;
3. Submit to brotherly admonition, out of Christian love, according to Matthew 18, when having erred or offended;
4. Give, as God has blessed them, of their time, talents and treasure toward the ministries of the congregation and the fulfilling of the mission and ~~to~~ use their spiritual gifts in the service of Jesus Christ.

5. Take a course of instruction in preparation for confirmed membership in this congregation.
6. Are not members of any organization conflicting with the Word of God.

B. Confirmed Members — Confirmed members are all baptized persons who profess Jesus Christ as their Savior and Lord, and who have received a course of instruction in Christian doctrine which meets with the approval of the Ministry Council. In addition to the responsibilities of baptized members, it is expected of all confirmed members that they:

1. Accept all Canonical Books of the Old and New Testament as the only divine rule and standard of faith and life;
2. Are familiar with and accept the teachings of the Lutheran Church-Missouri Synod, at least as set forth in Luther's Small Catechism and declare acceptance of them.
3. Partake of the Lord's Supper at least one time per calendar year.
4. Provide for the Christian training of their children by making use of the educational programs of the congregation.
5. Submit willingly and joyfully to the mission, direction and policies already existing or still to be made, provided such do not conflict with the Word of God.
6. Identify and use their Spiritual Gifts in accomplishing the mission of God's people.

C. Voting Members — Voting membership shall be Confirmed Members in accordance with this Constitution who have attained the age of sixteen (16) years. It is expected of all voting members that they shall:

1. Faithfully attend meetings ***(either in person or by use of technology)*** of the Voters' Assembly.
2. Identify their Spiritual Gifts and use them in assisting the congregation in accomplishing its mission.

D. Termination

1. Confirmed members may, upon their request, be transferred to congregations with whom we are in fellowship.
2. Confirmed members who join congregations outside our fellowship thereby terminate their membership and are given a peaceful release.
3. Confirmed members who are deemed inactive or who voluntarily exclude themselves may be removed from membership. (All of the above shall be acted upon by the Ministry Council.)
4. Confirmed members who conduct themselves in an unchristian manner shall be admonished according to Matthew 18:15-18. Each case shall be considered individually by the Ministry Council or a committee thereof. A unanimous vote of the Ministry Council shall be required for excommunication, subject to the right of the member to present the matter to the entire Voters' Assembly, in which case a 2/3 majority vote of the members at a properly convened meeting shall prevail.

ARTICLE VI:

THE OFFICE OF PASTOR AND OTHER CALLED PERSONNEL

The pastoral office of this congregation as well as the office of other called persons, shall be conferred upon only such ministers and candidates who profess and adhere to the confessional standards as set forth in Article III of this Constitution, who are well qualified for their work and are on the roster of the LCMS. Pastors and called staff, in the call extended to and accepted by them, shall be pledged to this confessional standard.

ARTICLE VII:

AUTHORITY OF THE CONGREGATION

- A. General** — The congregation as a body, through its Voters' Assembly, shall be empowered to administer and manage all of the congregation's external and internal affairs. The congregation,

however, shall not be empowered to decide anything contrary to the Word of God and the confessions of the Lutheran Church (see Article III), and any such contrary decision shall be null and void. Matters of doctrine and conscience shall be decided in accordance with the Word of God. Other matters shall be decided by a simple majority vote of the voting members in attendance (*either in person or by use of technology*) at a Voters' Assembly meeting unless otherwise specified by this Constitution or bylaws.

- B. Right of Calling** — The right of calling pastors and other called workers shall be vested in the Voters' Assembly and shall not be delegated to a smaller body or an individual. The Ministry Council may authorize the hiring of non-called staff as approved in the annual budget or by the Voters' Assembly.
- C. Election of Officers and the Ministry Council** — The Voters' Assembly shall elect a President, Vice-President, Secretary, and Treasurer. These individuals shall be the Officers of the congregation. The Voters' Assembly shall also elect three (3) other voting members. These three (3) members plus the four (4) Officers and the Senior Pastor shall comprise the Ministry Council. The Senior Pastor shall be a non-voting, ex officio member of the Ministry Council. The nomination and election of officers and Ministry Council members shall be as specified in the bylaws.
- D. Ministry Council Actions Requiring Prior Approval of the Voters' Assembly.** — The Ministry Council shall obtain prior approval of the Voters' Assembly on the following actions/items:
1. Adoption of Annual Financial Ministry Plan. (Budget)
 2. Acquisition or disposal of any single asset or liability that exceeds 2% of the annual operating budget.
 3. Calling or removal of called staff.
 4. Dissolution of the congregation.
- E. Removal from Office** — Any pastor, or other called worker, staff person, officer or Ministry Council member, who fails to perform the responsibilities of confirmed members as stated in Article V, or is unable or is willfully neglectful in the performance of his or her official duties, may be removed from office in Christian and lawful order by the Voters' Assembly. Such action shall be initiated through the Ministry Council. Reasons for such action could include: persistent adherence to false doctrine, scandalous life, or willful neglect of responsibilities.

ARTICLE VIII:

AUTHORITY OF THE MINISTRY COUNCIL

- A. Officers and Executive Committee** — The Officers of the congregation shall also serve as the Executive Committee. The Executive Committee shall have the authority to: administer all property belonging to the congregation; make contracts; accept and receive grants and bequests; sign documents; appear in court; review the Constitution and Bylaws; report to the congregation when appropriate; and take such other action as may be approved by the express designation of the full Council.
- B. Ministry Council** — The Ministry Council shall have the authority to develop and implement those policies, procedures and ministries as required to execute the vision and plans approved by the Voters' Assembly. Written policies and procedures shall be available to voting members upon request. The Ministry Council shall have no authority beyond that which has been conferred upon it by the Constitution, its bylaws or by the Voters' Assembly, and authority delegated to the Ministry Council may at any time be altered or revoked by the Voters' Assembly.
- C. Duties of the Ministry Council** - The duties of the Ministry Council are as outlined in the

bylaws.

ARTICLE IX: PROPERTY RIGHTS

All property of this congregation shall be held in the corporate name as stated in Article I. If at any time a separation should take place in this congregation, the property of the congregation and all benefits pertaining thereto shall remain with those members who shall continue to adhere to Article III and Article IV of this Constitution. In the event of the dissolution of this congregation, all property of the congregation shall be disposed of by the final Voters' Assembly for the payment of debts, and any and all surplus, after due settlement of just claims against this congregation, shall be conveyed to and become the property of the Eastern District of the Lutheran Church-Missouri Synod.

ARTICLE X: DOCTRINAL CONFORMITY

The public ministry of the congregation such as worship services, teaching of the Word and ministerial acts shall conform to the confessional standard of Article III.

ARTICLE XI: BYLAWS

This congregation, through its Voters' Assembly, may adopt such bylaws as the accomplishment of the vision and mission of this congregation may demand or require.

ARTICLE XII: AMENDMENTS

- A. **Unalterable Articles** — The following articles of this Constitution or sections thereof shall be unalterable and irreplaceable: III (Confessional Standard); VI (The Office of Pastor and Other Called Personnel); X (Doctrinal Conformity); and this Article XIIA.
- B. **Amendments** — Amendments to this Constitution may be proposed in writing in any Voters' Assembly meeting by any voting member. If the majority of the voting members present shall vote in favor of the proposal, a copy of such proposed amendment shall be mailed (and/or transmitted electronically) to all voting members at least two (2) weeks preceding the next meeting. Thereupon the final vote shall be taken in that meeting, or at a duly publicized continuation of that meeting, and a two-thirds (2/3) majority of the voting members there present (either in person or by use of technology) shall be required for adoption. Upon adoption, the revised constitution shall be submitted to the president of the district for review by the district's constitution committee and favorable action by the district's board of directors before being implemented by the congregation.

**BYLAWS
OF
FIRST TRINITY LUTHERAN CHURCH**

**Article I
Voters' Assembly**

A. Meetings

1. Semi-annual meetings of the Voters' Assembly shall be held to elect Ministry Council members and to approve the annual financial operating budget. The dates of such meetings will be set by the Ministry Council.
2. Other special meetings of the Voters' Assembly may be called by the Council President as necessary or upon the request of at least twenty-five (25) eligible voting members.

3. When in-person meetings are burdensome (e.g., relating to health or other difficult or unusual circumstances) the Ministry Council may select to have a Voter's Assembly meeting in another manner (e.g. through use of technology) that is suitable and made available to all participants, taking into consideration the need to provide for an open and fair exchange of ideas and secure, private, and confidential voting.

B. Quorum

Ordinarily the voters present ***(either in person or by use of technology)*** shall constitute a quorum to do business. However, for amending the Constitution or Bylaws, for extending a call, for the purchase or sale of property, for the erection of buildings, for the relocation of the congregation, or for the removal from office of called persons, at least fifty (50) eligible voting members shall be required for a quorum. Motions related to these topics require a 2/3 majority of those present for passage. Meetings called for these above topics will be announced at least two weeks in advance of the meeting time. In the absence of such a quorum, those present may fix the date and time for an adjourned meeting for which at least five days public notice shall be given. The members who are present at this adjourned meeting shall constitute a quorum.

C. Business

1. At the semi-annual meetings the congregation shall have the right to take up any items of business which are presented at these meetings.
2. The reason(s) for and subject item(s) of any special meeting shall be announced or published at least one week prior to the date of such meeting. Whenever possible, resolutions to be introduced at such meeting shall be published and made available in advance of the meeting. Items of business not part of or clearly related to the subject(s) of the special meeting shall not be taken up by the congregation, and any discussion of such items shall be ruled out of order.

D. Order of Business

1. Regular meetings of the Voters' Assembly shall be conducted in accordance with the Constitution and Bylaws and shall include registration, an opening devotion, approval of the minutes (semi-annual or special meetings), ratification of the Ministry Council's actions, staff ministry reports and any other ministry or business that is pertinent as determined by the Council President and Senior Pastor, and adjournment with devotional close.

2. Special meetings of the Voters' Assembly shall be conducted in accordance with the Constitution and Bylaws and shall include registration, opening devotion, scheduled business and adjournment with devotional close.
3. In questions of parliamentary procedure not covered by this Constitution and Bylaws, "Robert's" rules of order shall prevail. *A meeting of the Voter's Assembly or Ministry Council may be held by telephone or electronic/virtual means, and a member, who through those means, votes at a meeting or establishes a communication link to a meeting shall be deemed present at that meeting.*

Article II Procedure in Issuing a Call

A. Nominations

When the Voters' Assembly determines that a call should be extended, a list of eligible and qualified candidates for called positions shall be prepared by a call committee appointed by the Ministry Council. The committee shall be constituted as described in Article VII 'Committees.' The Call Committee shall seek the counsel of the District President when calling ordained or commissioned ministers. Public notification of the determination to extend a call, the appointment of a call committee and solicitation of the names of potential candidates from the membership at large shall be given at least three weeks before a list of candidates is made public. Any voter is entitled to submit names of potential candidates in writing to the call committee.

The list of candidates prepared by the call committee shall include biographical, educational, work experience and eligibility information and any other pertinent information the committee is able to present. The list of candidates, including any recommendations from the committee, shall be published and distributed *(through the bulletin, by mailing or by electronic means)* to the congregation at least two weeks prior to the Voters' Assembly at which the call is to be considered.

B. Elections

Following formal submission of the list of candidates by the call committee to the congregation at the Voters' Assembly, an initial vote including all candidates shall be conducted by written *(or electronic)* ballot. If no one candidate receives a majority of the votes cast on the ballot, the candidate with the lowest number of votes is dropped from the list. Balloting and list reduction shall be repeated until one candidate receives a majority of the votes cast, at which time that candidate becomes eligible for calling. The resolution to extend a call shall also proceed by written *(or electronic)* ballot, a two-thirds majority being required for passage. If possible, the call resolution shall be unanimous.

Article III Leadership

A. Officers

The officers of this congregation shall consist of a President, Vice-President, a Secretary and Treasurer. They shall serve as the Executive Committee with duties as described in the Constitution.

B. Eligibility

Only confirmed members shall be eligible to hold these offices. A person may hold only one office. The

positions of President and Vice-President shall be held by confirmed members who are at least twenty-one years of age and who have served one term as a voting member of the Ministry Council.

Article IV The Ministry Council

A. Membership

The Ministry Council shall consist of the four (4) members of the Executive Committee, previously defined, along with three (3) other voting members. Only confirmed members are eligible to be voting members of the Council. The Senior Pastor shall be a non-voting member of the Council.

B. Meetings

The Council shall normally meet in regular session at least quarterly. An affirmative vote of four members present (either physically or electronically) is required to approve motions.

When in-person meetings are burdensome (e.g., relating to health or other difficult or unusual circumstances) the Ministry Council may select to have a Ministry Council meeting in another manner (e.g. by telephone or through use of technology) that is suitable and made available to all participants, taking into consideration the need to provide for an open and fair exchange of ideas and secure, private, and confidential voting.

C. Duties

1. The Council shall assist the Pastor(s) and staff in all matters of ministry.
2. The Council shall keep the mission of the congregation foremost in its work and the vision of the congregation uppermost in its focus. The Council shall monitor the welfare of the Pastor(s), called and administrative staff; and provide pastoral care as appropriate. The Council shall supervise the Senior Pastor and ensure proper supervision of the staff. Such supervision shall enable the staff to develop and implement new strategies and ministries to reach the vision and accomplish the mission as stated in Article II of the Constitution.
3. The Council shall transact or supervise the transaction of all legal and general business of the congregation.
4. The Council shall conduct business within the limitations of the annual financial operating plan approved by the Voter's Assembly.
5. The Council shall review the various ministries of the congregation, receive reports from the Pastor(s) and staff and monitor the ministries as they seek to carry out the vision to accomplish the mission.
6. The Council shall report to the Voter's Assembly on the organizational, financial and ministry condition of the congregation. It shall also recommend an annual financial operating plan and manage the election of Council Members.

In cases of emergency or other requirements, normally brought to the Voters' Assembly, essential to the effective administration of congregational business, the Council shall have the power to act on behalf of the congregation. The Council shall seek ratification of its actions at the Voters' Assembly.

Article V
Nomination and Election of the Ministry Council

A. Procedure

A nominating committee, appointed by the Ministry Council, shall propose candidates for the mid-year meeting of the Voters' Assembly. The Committee shall be constituted as described in Article VII 'Committees'. Public notification of the appointment of a nominating committee and an invitation to the membership at large to submit names of potential candidates shall be given at least three weeks before the committee's proposed candidates are made public. Any voter is entitled to submit names of potential candidates in writing to the nominating committee.

The Council membership proposed by the nominating committee shall normally consist of one name for each office or at-large position and, insofar as is possible be published two weeks in advance of the election meeting. No person shall be nominated without his or her consent.

The proposed Council members shall be ratified first by acclamation or failing that by a majority of the votes cast, if necessary, at the mid-year meeting of the voters' assembly.

Officers-elect shall assume their respective duties at the first Council meeting following their induction into office. They shall be inducted into office in a public worship service of the congregation.

B. Term of Office

The terms of all members of the Council shall be for a period of two years. The offices of President and Vice President, together with one at large member, shall be up for election concurrently; and the offices of Secretary and Treasurer, together with two at large members, shall be concurrent with these pairings being elected in alternating years. Normally, no officer shall serve more than two consecutive terms in the same office. Likewise, no member shall serve more than two consecutive terms in an at large position. In no case shall any member serve for more than six consecutive years.

C. Vacancies

In case of a vacancy in an elected position, the Council will appoint a successor to fill the remaining term, and the appointee shall assume the position immediately.

Article VI
Duties of Officers, At Large Positions

The primary responsibilities of the Officers and Chairperson follow. The specific job expectations and responsibilities are captured in a separate document which is referenced and attached.

A. President

The duties of the President will be those generally required of such an executive officer. These duties shall include insuring that the operations of the congregation are conducted consistent with the Constitution and Bylaws, presiding at all meetings of the Voters' Assembly and Ministry Council, appointing committees according to the instructions of these Bylaws or the resolutions of the Voters' Assembly, and responsibility for seeing that the resolutions of the Voters' Assembly and Ministry Council are carried out.

B. Vice-President

The Vice-President shall perform the duties of the President in the event of the President's absence, disability or at the President's request. In the event of a vacancy in the office of President, the Vice-President shall succeed to the office of the President for the remainder of the term.

C. Secretary

The secretary shall record the proceedings of the Voters' Assembly and Ministry Council. The secretary shall register all members attending meetings of the Voters' Assembly, and submit the minutes for adoption. The secretary shall be the custodian of all church records pertaining to the office of secretary and shall deliver them to his/her successor.

D. Treasurer

The treasurer shall have overall responsibility for the congregation's financial matters. Included shall be the proper receipt and disbursement of all congregational funds. Proper and accurate records shall be maintained and issued to the Council and the congregation at all Ministry Council and voters' Assembly meetings. The treasurer shall also be responsible for providing all information necessary for the annual independent review of such records and the preparation of the annual budget. The treasurer shall make recommendations to the Council in the areas of property insurance, employee benefits, debt service and other financial issues as they arise. With the approval of Council, the treasurer may appoint assistants to help in conducting these responsibilities. Signature authority for the congregation's financial accounts shall be with the Treasurer, Assistant Treasurer(s), President, Vice-President and Secretary. One signature shall be required for the checking accounts. Check signing limitations as well as authorization for withdrawals or transfers from savings or investment accounts, shall be handled consistent with policies adopted by the Ministry Council. Other ministries such as Pre-School and Youth may have accounts with their own authorized signatures, subject to review and oversight by the treasurer.

Article VII
Committees

The committees of the congregation shall be staffed by confirmed members of First Trinity Lutheran Church and may include:

A. An annually convened nominating committee, insofar as possible, consisting of a past President of the congregation as chairperson and at least three other members all appointed by resolution of the Council. The Senior Pastor shall be a non-voting ex officio member of the committee;

B. A call committee, convened as needed, and insofar as is possible, consisting of, a past President of the congregation, at least four members from the congregation at large, and a member of the current Council, all appointed by the Ministry Council.

C. Such other committees as may be authorized or created by the Sr. Pastor or the Council, unless a different method of authorization, creation and/or selection for any such committee is required by action of the Voters' Assembly.

Article VIII
Amendments

These Bylaws may be amended in a properly convened Voters' Assembly by a two-thirds majority of voting members present (either in person or by use of technology), provided the proposed change

has been published at least two weeks prior to the meeting in which the amendment is voted upon. The revised Bylaws shall be submitted to the president of the district for review by the district's constitution committee and favorable action by the district's board of directors before being placed into practice by the congregation.

Approved by Congregation on 2/2/2013