

Holy Cross Lutheran Church

Constitution

1. Name
 - 1.1. The name of this Congregation shall be Holy Cross Lutheran Church Incorporated of Indianapolis, Indiana.
2. Mission
 - 2.1. Grow Christ's family through a Bible based innovative ministry of outreach, learning, loving, and living lives of joyful response.
3. Confessional Standard
 - 3.1. Without reservation, this Congregation accepts:
 - 3.1.1. The Scriptures of the Old and New Testament as the written Word of God and the only rule and norm of faith and of practice;
 - 3.1.2. All the Symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God, to wit: the three Ecumenical Creeds (the Apostles' Creed, the Nicene Creed, 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.
 - 3.2. Scriptural Authority.
 - 3.2.1. All activities of the Congregation shall be regulated and all controversies, doctrinal or otherwise, which may arise within the Congregation, shall be resolved on the basis of Holy Scripture and the Lutheran Confessions. Any decision made to the contrary shall be null and void.
4. Synodical Membership
 - 4.1. The Congregation shall be a member of the Lutheran Church-Missouri Synod as long as the Synod conforms to the congregation's confessional standard as determined by a two-thirds vote of the Voters' Assembly at a meeting called for that purpose.
5. Authority of the Congregation.
 - 5.1. The Voters' Assembly shall be the governing body of this Congregation and shall have all power to manage and administer its internal and external affairs.
 - 5.2. All issues before the Voters' Assembly shall be decided by a majority vote of the voting members present at a validly called meeting unless otherwise specified by this Constitution or By-Laws.
 - 5.3. The Voters' Assembly hereby delegates its power to the Voter Representative Board (the "VRB"), except in the following designated areas:
 - 5.3.1. The Divine Calling and removal of a Divinely Called Staff;
 - 5.3.2. The purchase, lease, mortgage, sale or other disposition of real estate with a value of 10% or more of the projected annual income from tithes, offerings and undesignated gifts to the Church;
 - 5.3.3. The incurrence of indebtedness secured by real estate or personal property or indebtedness with a term of more than one year;
 - 5.3.4. Capital campaign for an amount greater than 10% of the previous year's fiscal Budget.
 - 5.3.5. The election or removal of the members of the VRB of the Congregation;
 - 5.3.6. The Annual review and approval of the Congregational Desired Outcomes as recommended by the VRB;
 - 5.3.7. The merger or dissolution of the Church; and
 - 5.3.8. The amendment of this Constitution and the By-Laws.
 - 5.4. Any right or power delegated to the VRB shall be subject to review, revision or revocation by the Congregation.
 - 5.5. The Voter Representative Board.

- 5.5.1. The VRB shall exercise all powers delegated to it by the Congregation.
- 5.5.2. The VRB may delegate its powers to boards and committees, including standing boards and committees, and staff in such manner as it shall deem fit and proper.
- 5.5.3. Such officers, boards, committees, and staff, however, shall have no authority beyond that which has been conferred upon them, and such conferred power may be altered or revoked by the VRB.

6. By-Laws

- 6.1. The Congregation shall adopt such By-Laws as may be required for the accomplishment of its Christian mission as stated in the Preamble. The By-Laws may be amended as provided therein.

7. Amendments

- 7.1. Amendments to provisions of this Constitution may be adopted at regular voters' meetings, as provided below:
 - 7.1.1. That the proposed amendment has been submitted in writing at a previous meeting of the Voters' Assembly and published by posting in a conspicuous place in the church or by mail prior to the meeting at which the proposed amendment will be acted upon;
 - 7.1.2. That the affirmative vote of two-thirds majority of the voters present is secured
- 7.2. Proposals to amend Articles of Confessional Standard, Synodical Membership, and Authority of the Congregation (Articles 3, 4, and 5 respectively) shall require that previous notice of such amendment and discussion of the same shall be presented at two meetings of the Voters' Assembly before the meeting at which the proposed amendment is to receive action.
- 7.3. Any changes in these articles shall be decided, if challenged, by a decision of the Commission on Adjudication of the Synodical District in which the congregation holds membership.

8. Division

- 8.1. If at any time a division should take place on account of doctrine, the property of the Congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in confession and practice to Confessional Standard (Article 3), as determined by the adjudication procedures of Synod.
- 8.2. If division takes place for any other reason, the property shall remain with the majority of the communicant members who continue to adhere to Confessional Standards (Article 3).
- 8.3. If the Congregation should dissolve, the property and all rights connected therewith shall be transferred to the District of which the Congregation is a member at the time of dissolution.

End of the Amended Constitution

Holy Cross Lutheran Church

By-Laws

1. Membership

1.1. Membership Categories

- 1.1.1. Baptized members are all who have been baptized in the name of the Triune God and who are under the spiritual care of this congregation.
- 1.1.2. Communicant members are those baptized members who have been confirmed in the Lutheran faith; still accept the Confessional Standard of Holy Cross Lutheran Church as defined in the Constitution; and who are not members of organizations whose principles and conduct conflict with the Word of God.
- 1.1.3. Voting members are communicant members except when voting on issues involving contracts or other legal matters. During any vote on these issues Voting Members shall only include those communicant members that are at least 18 years of age.

1.2. Acceptance into Membership.

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

1.3. Termination of Membership. Communicant membership shall be terminated and the member removed from the Church's membership role by the VRB only for one of the following reasons:

- 1.3.1. Death. Death;
- 1.3.2. Request for Transfer. Personal request of the member for transfer of membership to another church;
- 1.3.3. Request for Release. Personal request of the member for release from membership;
- 1.3.4. Location Unknown. "Location unknown" for a period of one year or longer;
- 1.3.5. Disassociation. When a member of the Church has not attended worship services and communed for at least twelve (12) consecutive months, after admonition and encouragement to do so, the members name shall be recommended to the VRB for termination of membership. Such an individual shall, however, at all times be cordially welcome to attend worship services and to seek re-instatement to membership in the Congregation.
- 1.3.6. Discipline. Discipline is to be applied to any member who conducts himself or herself in an unchristian manner:
 - 1.3.6.1. Unchristian Conduct shall include, but not be limited to:
 - 1.3.6.1.1. openly adheres to false doctrine;

- 1.3.6.1.2. evidences an immoral life; or
- 1.3.6.1.3. willfully despises the preaching of the Gospel and the Lord's Supper.
- 1.3.6.2. The Senior Pastor or his designate shall, in conjunction with the Spiritual Oversight Committee of the VRB, administer church discipline on behalf of the Congregation.
- 1.3.6.3. If the member does not repent and ask forgiveness, the Senior Pastor and Spiritual Oversight Committee of the VRB shall jointly recommend in writing to the VRB that membership should be terminated.
- 1.3.6.4. The VRB shall, on behalf of the Congregation, have the authority to terminate the membership of the individual.
- 1.3.7. Restoration of Membership. Persons who have been removed from membership pursuant to Discipline (defined above) shall be restored with all rights and privileges when the individual repents and asks forgiveness through the Senior Pastor and the Spiritual Oversight Committee of the VRB.
- 1.3.8. Discipline & Restoration Notification: Acts of Discipline and Restoration shall be made known to communicant members of the Congregation by whatever method the Senior Pastor and the Spiritual Oversight Committee of the VRB deem most suitable.
- 1.4. Expectations of Membership:
 - 1.4.1. Attend divine services faithfully.
 - 1.4.2. If confirmed, partake of the Lord's Supper frequently.
 - 1.4.3. In order to grow in the knowledge and grace of the Lord, make diligent use of the means offered, such as Bible studies, Small Group Ministry, and regular devotions at home;
 - 1.4.4. Bring children to the Lord through the Sacrament of Holy Baptism,
 - 1.4.4.1. rear them in the nurture and admonition of the Lord,
 - 1.4.4.2. teach them the Word of God in the home,
 - 1.4.4.3. enroll them in confirmation instruction classes, and
 - 1.4.4.4. make use of educational agencies provided by the congregation, such as Sunday School and Bible classes.
 - 1.4.5. Contribute and devote time, talents and treasures as the Lord has prospered them, towards the Desired Outcomes of HCLC.
 - 1.4.6. Submits to the regulations already made or to be made by this body, provided they do not conflict with the Word of God;
 - 1.4.7. Accept admonition when having offended;
 - 1.4.8. Is not a member of any secret or other organization conflicting with the Word of God.

2. Voter Rights

2.1. Every Voting member of Holy Cross Lutheran Church, Indianapolis, IN (the “Church”) shall have the right to vote on the following:

- 2.1.1. Divine Call or Removal. The issue of a Divine Call or the Removal of a Divinely Called Staff member.
- 2.1.2. Acquisition or Disposal of Real Property. The acquisition or disposition of real estate (i.e. land, fixed improvements and construction of fixed improvements), except for the acquisition or disposition of real estate with a value equal to or less than ten percent (10%) of the projected annual income from tithes, offerings and undesignated gifts to the Church.
- 2.1.3. Disposition of Personal Property. The disposition of personal property with a value equal to or greater than ten percent (10%) of the projected annual income from tithes, offerings and undesignated gifts to the Church.
- 2.1.4. Initiate a Capital Campaign. The approval of a plan to contact members for contributions toward a project requiring more than ten percent (10%) of the projected annual income from tithes, offerings and undesignated gifts to the Church.
- 2.1.5. Long-Term Debt. The approval of the incurrence of long-term debt (more than twelve (12) months duration).
- 2.1.6. Election or Removal of Members of the Voter Representative Board. The election or removal of members of the VRB including the President, Vice-President, Treasurer, Secretary, and Directors of the Congregation may occur for persistent adherence to false doctrine, scandalous life, willful neglect of official duties, or evident and protracted incapacity to perform his or her duties.
- 2.1.7. Merger or Dissolution of the Church. Merger or dissolution of the Church.
- 2.1.8. Amendment of the Constitution and By-Laws. Amendment of the Constitution or the By-Laws of the Church.
- 2.1.9. Review and Approve Desired Outcomes. Annually review and approve the Desired Outcomes as recommended by the VRB.

3. Meetings of the Congregation

- 3.1. Annual Meeting. The Annual Meeting of the Congregation shall be held in the 2nd quarter of the church fiscal year for the purposes of receiving a report on the ministry of the Church, electing the members of the VRB and conducting business with regard to any other matters properly brought before the Annual Meeting.
- 3.2. Special Meetings. The VRB, the Chair of the VRB, the Senior Pastor or 3% of the eligible member voters of the Congregation by written request may call a special meeting of the Congregation provided that proper notification is given to announce a special meeting of the Congregation.
- 3.3. Meeting Notifications: Proper notification for any Special or Annual Meeting shall consist of a written announcement at Sunday worship services for at least two (2) consecutive Sundays prior to such meeting.
- 3.4. Quorum: Whenever a meeting has been properly called, the number of voting members of the Congregation present shall constitute a quorum.
- 3.5. Vote Required: All decisions shall be by majority vote of the voting members present with the exception of those actions specified by the Constitution or By Laws as requiring another voting percentage.
- 3.6. Minutes: Minutes shall be kept of all regular and special meetings of the Congregation.
- 3.7. Rules of Order: For purposes of order, Roberts' Rules of Order shall prevail.

4. Divine Call or Removal Process

4.1. Divine Call of Staff.

- 4.1.1. The VRB may, at any time, establish a Divine Call Committee for the purpose of Divinely Calling or Removing Divinely Called Staff.
- 4.1.2. A Divine Call Committee shall be made up of at least six (6) members.
 - 4.1.2.1. Two members of the VRB selected by their body.
 - 4.1.2.2. Two members of the Spiritual Oversight Committee.
 - 4.1.2.3. Two members of the voting membership at large selected by the Chair of the VRB.
 - 4.1.2.4. The Senior Pastor shall serve as an ex-officio member of this committee.
- 4.1.3. The Divine Call Committee shall seek procedural assistance from appropriate officials at the Synodical District Office.
- 4.1.4. The Divine Call Committee shall prepare or have prepared a proposed Job Description of the responsibilities of the Divinely Called position. This proposed description shall be announced verbally or in print at all regular divine services for two weeks preceding a Special Meeting of the Voters' Assembly in which it is to be recommended:
- 4.1.5. At the Special Voters' Assembly in which the proposed Job Description is to be presented, the Job Description may be amended by means of a two-thirds majority vote of those present.
- 4.1.6. Having considered the proposed Job Description responsibilities and any amendments, the Voters' Assembly shall by a majority secret ballot decide:
 - 4.1.6.1. To proceed with the Divine Calling process, or
 - 4.1.6.2. To refer the Divine Calling process back to the Divine Call Committee for more consideration, or
 - 4.1.6.3. To terminate the current Divine Calling process.
- 4.1.7. Following a vote to proceed with the Divine Call process the Call Committee shall seek suitable candidates through;
 - 4.1.7.1. Solicitation of nominations of suitable candidates, to be submitted in writing, from the members of the congregation,
 - 4.1.7.2. consultation with District Officials,
 - 4.1.7.3. consultation with existing Divinely Called Staff,
 - 4.1.7.4. active solicitation of qualified candidates.
- 4.1.8. Eligibility. Only such candidates shall be Divinely Called and elected to serve as Pastor(s) (ministers of religion ordained) or as ministers of religion commissioned as are eligible for a Divine Call in The Lutheran Church—Missouri Synod and profess acceptance of, and pledge faithful adherence to, the Confessional Standard of this Congregation as set forth in its Constitution.
- 4.1.9. The Divine Call committee shall evaluate written biographical information provided by District Officials and the candidates.
- 4.1.10. The Divine Call Committee may choose to telephone or personally interview or both, all or some of these candidates.
- 4.1.11. The Divine Call Committee shall recommend the names of more than one (1) candidates and announce the names of the candidates along with biographical sketches of each; verbally, and in print, at all regular divine services for at least two weeks preceding a Special meeting of the Voters' Assembly in which the candidate(s) will be submitted for an election.
- 4.1.12. At the Special Voters' Assembly in which there is to be an election of a candidate to be issued a Divine Call, the list of recommended candidates may be amended by means of a two-thirds majority vote of those present.
- 4.1.13. Following the possibility of adding candidates the Voters' Assembly shall by a majority secret ballot decide:
 - 4.1.13.1. To proceed with electing a candidate to whom a Divine Call shall be issued, or

- 4.1.13.2. To refer the Divine Calling process back to the Divine Call Committee for more consideration, or
- 4.1.13.3. To terminate the current Divine Calling process.
- 4.1.14. Following a vote to proceed with electing a candidate the voters shall elect one candidate by secret ballot.
- 4.1.15. The candidate obtaining a two-thirds majority of all the votes cast shall be the candidate to receive the Divine Call from Holy Cross Lutheran Church.
- 4.1.16. A copy of Constitution, By-Laws, and Policy Manuals for Holy Cross, Ratified Job Description and all documents relevant to the Divine Call shall be submitted to any candidate that receives a Divine Call.
- 4.2. Removal of Divinely Called Staff.
 - 4.2.1. Sufficient grounds for removal of a Pastor or Divinely Called Worker shall be:
 - 4.2.1.1.persistent adherence to false doctrine,
 - 4.2.1.2.scandalous life,
 - 4.2.1.3.willful neglect of official duties, or
 - 4.2.1.4.evident and protracted incapacity to perform the functions of the office to which the individual has been Divinely Called.
 - 4.2.2. Charges on any of these counts shall be submitted to the Spiritual Oversight Committee of the Voter Representative Board (VRB).
 - 4.2.3. Any such charges shall be carefully investigated by the Spiritual Oversight Committee of the VRB.
 - 4.2.3.1.Every effort shall be made by the Spiritual Oversight Committee investigate the charges in a timely and efficient manner.
 - 4.2.4. The Spiritual Oversight Committee shall work with the appropriate officers of The Indiana District of The Lutheran Church– Missouri Synod to bring resolution to the grounds for removal.
 - 4.2.4.1.Every effort shall be made by the Spiritual Oversight Committee resolve the grounds for removal in a timely and efficient manner.
 - 4.2.5. If, the Spiritual Oversight Committee, after consultation with the appropriate officers of The Indiana District of The Lutheran Church– Missouri Synod, determine that resolution of the grounds for removal are not possible, the Spiritual Oversight Committee shall notify the Voter Representative Board (VRB) in writing of specific grounds for removal.
 - 4.2.6. The VRB shall call a Special Voters Meeting within four (4) weeks after receiving such notice and shall submit the matter for action at a meeting of the Congregation.
 - 4.2.7. The Voters Assembly shall by a majority secret ballot decide:
 - 4.2.7.1.Remove Divinely Call Staff member, or
 - 4.2.7.2.Retain Divinely Called Staff member.

5. Officers of the Congregation

- 5.1. The Officers of the Congregation shall consist of a President, Vice-President, Treasurer, Secretary, and three (3) other Directors. These Officers of the Congregation shall serve as members of the VRB. The Officers and Directors of the Congregation make up the VRB.
- 5.2. President. The President of the Congregation shall preside at all meetings of the Congregation. The President shall enforce the Constitution and By-Laws of the Congregation and carry out the express will of the Congregation as embodied in the resolutions of the Congregation. The President shall also preside at all meetings of the Congregation and VRB and shall endeavor to coordinate the functions, plans, and activities of the Congregation for the furtherance of the work of Christ's Kingdom in this Congregation. The President shall act as the "Agent" for the corporation in all legal matters with the State of Indiana.
- 5.3. Vice-President. The Vice-President shall perform the duties of the President in due to absence, the President's disability or the President's request. The Vice-President shall serve as the chair of the VRB Nominating Committee.
- 5.4. Treasurer. The Treasurer of the Congregation shall serve on the VRB.
- 5.5. Secretary. The Secretary shall record the proceedings of the Congregational meetings and the VRB meetings, register all members attending the meetings and submit minutes for approval at the following meeting of either the Congregation or the VRB. The Secretary shall provide copies of the Constitution, the By-Laws and the Policy Manual to all members of the VRB.

6. The Voter Representative Board

6.1. Membership. The VRB shall be comprised of seven (7) members of the Congregation chosen at the Annual Meeting of the Congregation. The Senior Pastor shall be an ex officio member of the VRB.

6.2. Board Roles:

6.2.1. The President of the Congregation shall serve as the Chair of the VRB and preside at all meetings of the VRB.

6.2.2. The Vice-President of the Congregation shall serve as Chair of the VRB in the absence of the President.

6.2.3. The Treasurer shall serve on the VRB.

6.2.4. The Secretary shall be the recording secretary of the Congregation and the VRB.

6.2.5. The three (3) other Directors shall serve on the VRB.

6.2.6. The Senior Pastor shall be an ex officio member of the VRB.

6.3. Qualifications: The members of the VRB shall:

6.3.1. be a voting member of the Congregation in good standing;

6.3.2. have been communicant members of the Congregation for at least two (2) years prior to assuming a position on the VRB;

6.3.3. have participated in ministry programs of the Congregation;

6.3.4. not be ministry staff members or employees of the Church;

6.3.5. practice personal spiritual disciplines for the development of their own faith life;

6.3.6. endeavor to lead exemplary spiritual lives (e.g. personal Bible study, devotional/prayer life and Biblical stewardship);

6.3.7. regularly participate in the worship and educational life of the congregation.

6.4. Responsibilities. The responsibilities of the VRB shall be as set forth in the statement of VRB Self-Governance Policies. The VRB shall maintain a Policy Manual setting forth its responsibilities, governing policies and values, and its governing process.

6.4.1. The VRB shall not create policies that are inconsistent or contrary to the Constitution and By Laws.

6.4.2. The VRB shall establish a standing Spiritual Oversight Committee formed from the male members of the Congregation who have proven themselves to be faithful to the Lord and His church.

6.4.3. The purpose of this Spiritual Oversight Committee is to:

6.4.3.1. Oversee the Senior Pastor in carrying out the pastoral ministry (i.e. discharging the pastoral functions, dealing with matters of spiritual authority and discipline, and serving as a source of spiritual advice and accountability for the Senior Pastor.)

6.4.3.2. Annually evaluate the Senior Pastor's performance in the discharge of Pastoral functions;

6.4.3.3. Annually provide this confidential written evaluation to the VRB;

6.4.3.4. This Committee will meet as needed.

6.5. Terms of Office.

6.5.1. Length: Each board member shall serve a term of three (3) years.

6.5.2. Rotation: The terms of the members of the VRB shall be established to achieve a rotation whereby the terms of two (2) or three (3) members expire each year.

6.5.2.1. With respect to Chair, Vice-Chair, and one Director position; the terms shall correspond with each other and expire in the same year.

- 6.5.2.2. With respect to the Treasurer and one Director, the terms shall not expire in the same year as the Chair, or Secretary.
- 6.5.2.3. With respect to the Secretary and one Director, the terms shall not expire in the same year as the Chair or Treasurer.
- 6.5.3. Commencement: The term of office of each officer and member of the VRB shall commence as of first day of the first quarter following such individual's election.
- 6.5.4. Consecutive Terms: Board members may not serve more than two consecutive terms in the same Board role;
- 6.5.5. Vacancies: If appointed to fill a vacancy, board members may not stand for re-election more than two (2) times in that Board role.
- 6.6. Meetings. The VRB shall meet no less than quarterly at a time and place determined by the Chair.
- 6.6.1. The time and place of each regular meeting of the VRB shall be published in the Church bulletin not less than two (2) Sundays prior to each meeting.
- 6.6.2. The Chair, any three (3) members of the VRB or the Senior Pastor may call special meetings of the VRB by informing VRB members of the time and place of such meeting on not less than three (3) days prior notice.
- 6.6.3. The time and place of each special meeting of the VRB shall be published electronically and in the Church office not less than three (3) days prior to such meeting.
- 6.6.4. Minutes of all meetings of the VRB shall be maintained.
- 6.7. Quorum: A majority of the members of the VRB shall constitute a quorum of the VRB.
- 6.8. Votes Required: All decisions shall be made by a simple majority vote of the VRB members present with the exception of those actions specified by the Constitution, By Laws, or Governing Policy Manual as requiring another voting percentage. The Chair shall not vote except in case of tie votes.
- 6.9. Minutes: Minutes shall be kept of all regular and special meetings of the VRB.
- 6.10. Rules of Order: For purposes of order, Roberts' Rules of Order shall prevail.

7. Nomination and Election of the VRB

- 7.1. Nominating Procedure. The Chair of the VRB shall select a Nominating Committee of not less than five (5) voting members of the Congregation consisting of the Vice-Chair of the VRB, one additional member of the VRB and three (3) members at large, plus the Senior Pastor as an ex officio member.
- 7.1.1. The Nominating Committee shall be chaired by the Vice-Chair of the VRB.
- 7.1.2. The Nominating Committee shall prepare a slate of candidates drawn from members that meet the qualifications of VRB membership.
- 7.1.3. The Nominating Committee shall consider nominations made in writing from any member of the Congregation provided the candidate is qualified and has indicated in writing the willingness to serve.
- 7.1.3.1. The Nominating Committee shall request nominations from the Congregation voters 2 months prior to the elections.
- 7.1.3.2. Nominations from the Congregation must be submitted in writing to the Nominating Committee at least 1 month prior to the elections.
- 7.1.4. The Nominating Committee shall confirm the willingness of each nominee in writing to serve prior to placing his or her name in nomination.
- 7.1.5. The Nominating Committee shall nominate at least one (1) qualified member to fill each VRB member position that will become vacant in the following year.
- 7.1.6. At least two (2) weeks prior to the date of the election, the Nominating Committee shall provide the Congregation with notification of the slate of nominees by written announcement at Sunday worship services for at least two (2) consecutive Sundays prior to the date of the Annual Meeting.
- 7.2. Election Procedure. At the Annual Meeting of the Congregation, the members of the VRB shall be elected by simple majority vote of the communicant members present and voting.
- 7.2.1. Voting for nominees shall be by written secret ballot.
- 7.3. Vacancies in Elected Offices. In the event that any position on the VRB becomes vacant for any reason, the VRB shall, by simple majority vote of the VRB, fill the vacant position for the remainder of the un-expired term. An individual appointed to fill a vacancy shall remain eligible for additional terms of office.
- 7.4. Removal From Office: Removal of a member of the VRB and role as an Officer of the Congregation shall be for one of the following reasons:
- 7.4.1. Membership in the Congregation is terminated; or
- 7.4.2. The VRB member is absent from the VRB board meetings for a period of six months, in which case the individual is automatically removed from office.
- 7.4.2.1. The VRB shall, after 3 months of absenteeism, communicate in writing to such an absentee about the importance of attendance at board meetings and also the automatic removal from office after 6 months of absenteeism provided for in this Bylaw.
- 7.4.3. The VRB member resigns; or
- 7.4.4. The Congregational assembly by a majority vote removes the VRB member.

8. Indemnification

8.1. To the fullest extent permitted by law, the Congregation shall indemnify any individual who was or is a party, or threatened to be made a party, to any proceeding other than a proceeding by or in the right of the Congregation, because he or she was a member of the VRB, director, officer, Divinely Called worker or employee of the Congregation, against liability and/or expenses incurred in the proceeding if:

8.1.1. he or she conducted himself or herself in good faith;

8.1.2. he or she reasonably believed

8.1.2.1. in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the Congregation, and

8.1.2.2. in all other cases, that his or her conduct was at least not opposed to the best interests of the Congregation; and

8.1.2.3. in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

8.2. The Congregation shall maintain an insurance policy with a firm rated by Best's with an "A" or Better for Errors and Omissions by the VRB with a face value of not less than 50% of the previous fiscal year's income.

9. By-Law Amendment

9.1. Amendments to provisions of these By-Laws may be adopted at regular or special voter meetings, as provided below:

9.1.1. That the proposed amendment has been submitted in writing at a previous meeting of the Voters' Assembly and published by posting in a conspicuous place in the church, by mail, or e-mail prior to the meeting at which the proposed amendment will be acted upon;

9.1.2. That the affirmative vote of two-thirds majority of the voters present is secured