

**SHEPHERD OF THE VALLEY LUTHERAN CHURCH—MISSOURI SYNOD OF WEST  
DES MOINES**

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**CONSTITUTION**

**PREAMBLE**

Whereas, the Word of God demands that a Christian congregation not only confirm to the Word of God in doctrine and practice (Psalm 119: 105; Galatians 1:6-8), but also that all things be done decently and in order (I Corinthians 14:40); therefore, we the members of Shepherd of the Valley Lutheran Church of West Des Moines located in West Des Moines, Iowa, set forth this Constitution and Bylaws. Said document shall govern all our congregational affairs.

**1.0 NAME**

The name of this congregation shall be Shepherd of the Valley Lutheran Church located in West Des Moines, Iowa.

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**2.0 MISSION**

The purpose of this congregation shall be to give honor and glory to the Triune God, to carry out His will, to proclaim the Gospel of Jesus Christ to all the world, to manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, to extend a helping hand to human need, and to achieve its objectives by the preaching of the Word of God, by the administration of the sacraments, and by the religious instruction of all its members according to the confessional standard of the Evangelical Lutheran Church.

**3.0 CONFESSIONAL STANDARD**

This congregation accepts without reservation:

- 3.1 The Scriptures of the Old and the New Testament as the written Word of God and the only rule and norm of faith and practice.
- 3.2 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.

**4.0 SYNODICAL MEMBERSHIP**

This congregation shall be a member of The Lutheran Church-Missouri Synod as long as the Synod conforms to the congregation's confessional standards as set forth in this Constitution.

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**5.0 MEMBERSHIP**

This congregation distinguishes between three types of congregational membership:

- 5.1 The membership of this congregation includes the following:
  - 5.1.1 *Baptized* members are all who have been baptized in the name of the Triune God and who are under the spiritual care of the pastor of this congregation,

December 8, 2018 2024

including the children who have not yet been confirmed into communicant membership.

5.1.2 *Communicant* members are those baptized members who have been instructed and are familiar with the contents of *Luther's Small Catechism*, have been confirmed in the Lutheran faith, and accept the confessional standard of Section 3 of this Constitution.

5.1.3. *Voting* members are communicant members who have reached the age of 18 years.

5.2 The members of this congregation are received in the following manner:

5.2.1 Baptized members are received through the Sacrament of Holy Baptism or through the consent of one or both parents in the case of children who have been baptized in another Christian congregation.

5.2.2 Adult members are received through the rite of confirmation and Sacrament of Holy Baptism as appropriate, through transfer from a sister congregation, or through profession of faith or reaffirmation of faith.

5.3 Members of this congregation shall conform their entire lives to the authority of God's Word and to that end shall make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need of such admonition becomes apparent, and be readily available for service in the kingdom of Christ within and beyond the congregation. Membership in organizations whose principles and conduct conflict with the Word of God is prohibited.

5.4 Membership in this congregation shall be terminated as follows:

5.4.1 Membership shall be terminated by transfer to a sister congregation, by joining a congregation outside the fellowship of this congregation, by excommunication or self-exclusion, or by death.

5.4.2 Communicant members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20.

## 6.0 CALLED CHURCH WORKERS

The ~~voter's assembly~~Voters' Assembly of this congregation shall have the exclusive right to call ordained ~~and commissioned~~ ministers. ~~The right to call commissioned ministers also belongs to the congregation and ordinarily shall not be delegated to a smaller body and never to an individual.~~

6.1 The pastoral office shall be conferred only upon pastors or candidates who profess and adhere to the confessional standard set forth in this ~~C~~eonstitution, who are qualified for the work of the ministry, and who have been endorsed by and are members of The Lutheran Church—Missouri Synod.

6.2 Only those commissioned ministers shall receive a call who adhere to the confessional standard set forth in this ~~C~~eonstitution, who are qualified for the work of the ministry to which they are called, and who have been endorsed by and are members of The Lutheran Church—Missouri Synod.

6.3 The right of calling ordained or commissioned ministers shall be vested in the ~~voter's assembly~~Voters' Assembly and shall not be delegated otherwise.

6.4 Called ordained or commissioned ministers may be removed from office in Christian and lawful order by a two-thirds majority ballot vote of the ~~voter's assembly~~Voters' Assembly for one of the following reasons: persistent adherence to false doctrine,

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scandalous life, willful neglect of the duties of office, or the inability to perform those duties.

6.5 When a vacancy occurs in an office of an ordained or commissioned minister, the congregation shall notify the president of the district to receive assistance in temporarily filling the vacancy and to receive his counsel in calling a new pastor, teacher, or other church worker.

## 7.0 AUTHORITY OF AND WITHIN THE CONGREGATION

The ~~voter's assembly~~Voters' Assembly shall be the governing body of this congregation and shall be empowered to administer and manage all its affairs.

7.1 The establishment and conduct of all organizations and societies within the congregation or related directly to the congregation shall be subject to the overall authority and general oversight of the ~~voters assembly~~Voters' Assembly.

7.2 All matters before the ~~voter's assembly~~Voters' Assembly shall be decided by a majority vote unless otherwise specified by this ~~C~~constitution or ~~B~~bylaws. Matters of doctrine and conscience shall be decided only on the basis of the Word of God.

7.3 The ~~voter's assembly~~Voters' Assembly gives ~~the~~ approval of annual financial operating plans, acquisition or disposal of buildings or land, and the dissolution of the congregation.

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## 8.0 MEETINGS

Meetings of the ~~voter's assembly~~Voters' Assembly shall be held as determined in the ~~B~~bylaws.

8.1 Announcements of regular meetings shall be made in the services of the two previous Sundays.

8.2 Announcements of special meetings shall be made in the services of the two previous Sundays. Such special meetings may be called at the request of the pastor, chair ~~of the~~ Christ Based Leadership Board ("CBL Board" or "Board"), a majority of the CBL Board of Directors ~~(Directors)~~, or twenty (20) voting members.

8.3 ~~All voting members present at a properly called meeting shall constitute a quorum.~~ The quorum for a properly called meeting of the Voters' Assembly shall be constituted as two times the number of current members of the CBL Board plus one.

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## 9.0 DIRECTORS, BOARD AND OFFICERS AND BOARDS

~~This congregation shall elect a Board of Directors.~~ This congregation shall follow the structure and guidelines as set forth in the ~~By~~Laws. ~~These rules~~ Constitution and Bylaws are to be reviewed at least annually by the ~~CBL Board~~Board, and any proposed changes ~~noted shall be considered at the annual~~ Voter's Assembly meeting. The Voters' Assembly shall elect the CBL Board of Directors ("Directors") as set forth in the Bylaws. The officers of ~~the~~CBL Bboard shall be selected as set forth in the Bylaws. The officers shall include a Chair, Vice- ~~C~~hair and Secretary, and these officers. ~~These officers identified by state law~~ shall serve as legal representatives of the congregation. ~~The Board shall among themselves elect the officers after the annual Voters meeting.~~

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9.1 Any CBL Board member who fails to carry out his or her duties of office or who fails to perform the responsibilities of confirmed membership may be removed from office by the ~~voters assembly~~Voters' Assembly ~~by a two-thirds (2/3) majority~~ ballot vote, in Christian and lawful order. Matthew 18 should be followed under such circumstances.

**Commented [BR10]:** Election of officers covered in Bylaws

## 10.0 LIMITATIONS ON HOLDING OFFICE

Women who have reached the age of 18 may serve as officers and as members of boards and committees of this congregation which do not call upon them to carry out the specific functions of the pastoral office (preaching in or serving as the leader of the public worship service, the public administration of the sacraments, the public exercise of church discipline).

## 11.0 DIVISION

If at any time a division of the congregation should take place for any reason, the following principles will govern.

11.1 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 the confessional standards set forth in this Constitution.

11.2 In the event that the congregation dissolves, all property shall be disposed of by the final ~~voters assembly~~ Voters' Assembly for the payment of debts and all just claims against the congregation, and any and all surplus and all rights connected therewith shall be conveyed to and become the property of the Iowa ~~West~~ District West of The Lutheran Church—Missouri Synod.

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## 12.0 AMENDMENTS

This Constitution may be amended in the following manner:

12.1 Amendments to the provisions of this Constitution ~~not identified in the following paragraph~~ shall be ~~submitted in writing at a meeting of the voter's assembly and~~ announced to the congregation and by public posting of the proposed amendments for all ~~communicant voting~~ members prior to the meeting at which the proposed amendment will be acted upon. ~~A two-thirds (2/3) affirmative vote of the voters present shall be required for adoption.~~ Notice that action will be taken on the proposed amendments shall be provided to all voting members prior to the meeting at which a vote will be taken. Amendments to Articles shall not destroy their essential meaning.

12.2 ~~Amendments to Articles shall not destroy their essential meaning.~~ Amendments shall be submitted in writing and for voting at a meeting of the ~~voter's assembly~~ Voters' Assembly and copies of the proposed amendments shall be made available ~~public~~ to the congregation at said meeting by public posting for all communicant members. ~~A two-thirds (2/3) affirmative vote of the voters~~ voting members present shall be required for adoption. ~~Notice that action will be taken on proposed amendments shall be provided to all voting members prior to the meeting when a vote will be taken.~~ The date of approval shall be referenced in any amendment adopted.

12.3 The revised Constitution shall, as a condition of continued membership in The Lutheran Church—Missouri Synod, be submitted to the president of the district for review by the district's Constitution committee.

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## BYLAWS

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### 1. ARTICLE VOTERS' ASSEMBLY

December ~~8, 2018~~ 2024

1.1. Meetings – The Voters’ Assembly shall meet at least annually. The day and hour of the annual meeting shall be set by the CBL Board of Directors (Board) and publicized in the services of the two previous Sundays. The notification shall contain an agenda generally identify the of items to be considered at the meeting as well as the slate of Board of Director nominees for election. The Voters’ Assembly may meet at other times of the year subject to a call by the CBL Board of Directors, or at the request of any twenty (20) voting members. Notice of any such special meeting shall be publicized as far in advance as possible but no less than in the services of the two previous Sundays. The notice of any such special meeting shall contain an agenda of generally identify the items to be considered at the meeting. The Chair, Vice Chair, or their designated CBL Board members shall preside at all Voters’ Assembly meetings.

1.2. Quorum – The quorum for a properly called Voters’ Assembly meeting shall be constituted as two times the number of current members of the CBL Board of Directors plus one.

1.3. Voting – When business to be considered by the Voters’ Assembly includes the amending of the Constitution Bylaws; for the purchase or sale of property; the erection of buildings; the calling of any pastor; or for the removal from office of any pastor or officer, a two-thirds (2/3) vote of those voting members present will be required for passage of such a motion.

## 2. ARTICLE BOARD OF DIRECTORS

2.1. Nominating Committee – The Chair of the CBL Board shall annually appoint a Nominating Committee whose responsibility will be to develop a slate of CBL Board of Directors to be elected each year to fill the vacancies created by expired terms of the Directors. The committee shall contain a majority of non-Bboard members, shall function for one year only, and shall report their nominations to the Voters’ Assembly annual meeting. The Senior Pastor shall be an ex officio member of the Nominating Committee. All nominees shall be voting members.

2.2. Elections and Terms of Office – The CBL Board of Directors shall be at least five and not to exceed seven members elected by the Voters’ Assembly. A majority of the votes cast shall be required for all elections. Candidates receiving the lowest number of votes shall be eliminated in each succeeding ballot. The term of office shall be for two years, with approximately one half of the CBL Board being elected each year. Board members shall serve no more than three full elected consecutive terms. Following the annual Voters’ Assembly meeting the newly formed CBL Board of Directors shall elect their own officers from amongst the CBL Board members. Those officers shall be the Chair, Vice Chair and Ssecretary who shall serve for a period of one year and for such additional time until their successors are elected. The term of office shall begin on January 1 following the election at the annual Voters’ Assembly meeting. In the event of a vacancy on the CBL Board of Directors, the Chair shall appoint any voting member to fill the vacancy, with the ratification by the CBL Bboard. The individual appointed shall serve until the next election for that particular position. In addition to the Nominating Committee’s slate of candidates, any voting member may nominate a person for a CBL Bboard position. Such nominations shall be called for in can be made before or at the annual Voters’ Assembly meeting but must be made prior to the time that nominations

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are closed. A candidate for a CBL Board of Director position must have concurred with their name being placed in nomination and be a voting member.

2.2.2.3. Treasurer of the Congregation. The CBL Board of Directors shall appoint the Treasurer of the congregation who can be but is not required to be appointed from amongst the members of the CBL Board. The Treasurer shall serve at the pleasure of the CBL Board and is not bound by any term of office. The Treasurer shall perform those duties commonly required of that office, including overseeing and managing the general financial aspects of the congregation, the safeguarding of the congregational funds, budgeting, financial reporting, the keeping and preserving of accurate financial records for the congregation, and such other additional duties which may be directed by the CBL Board from time to time.

2.3.2.4. Meetings – The Board of Directors shall ~~meet with no~~ hold no fewer than seven (7) meetings annually and meetings may be called more frequently at the request of the Chair or any three Board members. A majority of the Board of Directors shall constitute a quorum for any meeting. Minutes of each meeting shall be kept in typed form. The Minutes shall fully disclose all actions taken. Minutes of the meetings shall be available to voting members upon request.

2.5. Powers of The CBL Board - The CBL Board shall provide direction to the congregation on behalf of the ~~voter's assembly~~ Voters' Assembly. They Board shall have the authority to develop and implement policies, procedures, and ministries as necessary to execute the vision and plans approved by the ~~voter's assembly~~ Voters' Assembly. Written policies and procedures shall be made available to voting members upon request. The Board shall have no authority beyond that which has been conferred upon it by the Constitution, ~~it~~ the Bylaws, or the ~~voter's assembly~~ Voters' Assembly. The officers of the Board shall serve as the executive committee of the ~~board of directors~~ Board, which 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 other such action as may be authorized by law, the Board, or the Voters' Assembly.

### 3. ARTICLE 2.4 DUTIES OF OFFICERS

3.1. Officers may and are expected to utilize the talents and resources of staff members and members of the congregation to perform their assigned duties.

3.2. Chair – The duties of the Chair shall be as follows:

3.2.1.3.2.1.1. Preside at all meetings of the Voters' Assembly and the CBL Board of Directors.

3.2.2.3.2.1.2. Appoint any necessary committees.

3.2.3.3.2.1.3. Sign all legal documents, with the Secretary, on behalf of the congregation;

3.2.4.3.2.1.4. Enforce the Constitution and Bylaws and perform the general duties as are common for the office, including such additional duties as may be directed by the Voters' Assembly from time to time.

3.2.5.3.2.1.5. Support implementation of the vision of the congregation.

3.3. Vice Chair – The duties of the Vice Chair shall be to perform all of the duties of the Chair in the latter's absence and such other additional duties which may be directed

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by the Voters' Assembly or by the Chair from time to time. The Vice Chair shall support implementation of the vision of the congregation.

3.4. Secretary – The duties of the Secretary shall be as follows:

3.4.1.3.4.1.1. The duties shall be those commonly required of that office, especially the keeping and preserving of accurate records of all Voters' Assembly meetings; and handling such correspondence as the congregation may require.;

3.4.2.3.4.1.2. Sign all legal documents, with the Chair, on behalf of the congregation.;

3.4.3.3.4.1.3. Keep minutes of all CBL Board of Directors and congregational meetings.

3.4.4.3.4.1.4. Support implementation of the vision of the congregation.

3.5. Rules of Governance --- The Board may adopt Rules of Governance and said This document is will be the administrative guidance for the Board and the Senior Pastor. This document may outlines how the following will be carried out at Shepherd of the Valley of West Des Moines:-

3.5.1.3.5.1.1. The strategic focus of the congregation, including;

3.5.1.1.3.5.1.1.1. Vision.

3.5.1.2.3.5.1.1.2. Mission.

3.5.1.3.3.5.1.1.3. Desired outcomes of spiritual fruits.

3.5.2.3.5.1.2. The Board's self-governance responsibilities, including:

3.5.2.1.3.5.1.2.1. The Board's relationship with the Senior Pastor.

3.5.2.2.3.5.1.2.2. Senior Pastor functions, accountability and limitations.

3.5.1.3. Adoption of and a Amendments to the Board's Rules of Governance may be made from time to time by the CBL Board of Directors in that but they must be they are consistent with the Constitution, By-Laws, and other policies directed by the voter's assembly Voters' Assembly.

3.5.3.

#### 4. ARTICLE PROCEDURES FOR CALLING MINISTERS OF RELIGION

4.1. When this congregation calls a minister of religion, ordained or commissioned, the following procedure shall be followed:

4.1.1.4.1.1.1. When a pastor or commissioned minister is to be called, every member of the congregation shall be provided opportunity to suggest one or more names for consideration.

4.1.2.4.1.1.2. A call committee shall be appointed by the CBL Board to serve as a screening committee and shall submit all suggested names to the district president for information and evaluation. The committee shall then present to the congregation by public announcement its proposed list of candidates and their biographical sketches.

4.1.1.3. The Voters' Assembly shall meet to determine the calling of any minister of religion. Ballot voting shall continue until two-thirds vote of the Voters' Assembly determines the disposition of the call.

4.1.3.

#### 5. ARTICLE SHEPHERD OF THE VALLEY LUTHERAN CHURCH ENDOWMENT FUND

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5.1. This congregation shall have an Endowment Fund. ~~The fund, and it shall be called Shepherd of The Valley Lutheran Church Endowment Fund (the "Fund" or "Endowment Fund").~~ It shall be one of the funds of this congregation.

~~5.1.1.5.1.1.1.~~ General Purpose: ~~Theis Ffund's~~ purpose shall be to receive gifts and bequests and to use them for the mission and ministry of Shepherd of the Valley Lutheran Church ~~of West Des Moines.~~

~~5.1.1.2.~~ Unrestricted Funds:

~~5.1.1.2.1.~~ The principal from unrestricted gifts and bequests to the Ffund shall not be invaded.

~~5.1.1.2.2.~~ None of the income from unrestricted gifts shall be distributed to the congregation's Operating budget, ~~except as otherwise set forth herein or in the Endowment Rules (defined below).~~

~~5.1.2.5.1.1.2.3.~~ The income from unrestricted gifts and bequests to the Ffund is to be used for the purposes, projects, and programs recommended by individual officers, boards, or committees and approved by the ~~CBL Board of Directors.~~

~~5.1.3.5.1.1.3.~~ Restricted Funds: Gifts and bequests may be made upon special terms or conditions or containing limitations or directions as to the use of the income from the gift; provided that such restrictions are acceptable to ~~Shepherd of the Valley Lutheran Churchthe CBL Board.~~ The acceptance of such ~~restricted~~ gift shall be by a two-thirds (2/3) ~~vote majority of the members of the CBL Board of Directors.~~

~~5.1.4.5.1.1.4.~~ Duration: ~~Unless the Fund is revoked earlier by a two-thirds (2/3) vote of the Voters' Assembly, (The Shepherd of the Valley Lutheran Church Endowment-Fund shall continue in existence and be used-operated, as hereinabove provided herein, unless earlier revoked,~~ so long as Shepherd of the Valley Lutheran Church ~~of West Des Moines shall continue to exist. If Shepherd of the Valley Lutheran Church of West Des Moines should cease to exist, then the assets constituting the Ffund when Shepherd of the Valley Lutheran Church of West Des Moines ceases to exist shall be disbursed as outlined in the Constitution (See 11.0 Division, Section 11.2).~~

~~5.1.5.5.1.1.5.~~ ~~Governing Endowment Committee and Governing Rules:~~

~~5.1.5.1.1.~~ ~~The An Endowment Committee ("Endowment Committee") members shall be appointed by the CBL Board of Directors and serve at their pleasure. The Endowment Committee shall consist of five (5) or more members (the final number to be determined by the CBL Board), including and one of which shall be the then current Treasurer of the cCongregation. The term of office shall be for six years, with approximately one member of the Endowment Committee being appointed each year. Endowment Committee members are not subject to any term limits. At least once per year, tThe Endowment Ceommittee shall elect a Chair and; Vice Chair, and the then current Treasurer of the congregation shall be the recordingserve as the Endowment Committee's Ssecretary. The Endowment Committee may appoint such subcommittees as it deems necessary for the conduct of its business. -The Endowment Committee may hire or consult with such other persons or~~

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entities as it deems necessary for the conduct of its business, subject to approval by the CBL Board. The Endowment Committee may make suggestions to the CBL Board regarding the appointment of potential Endowment Committee members.

5.1.1.5.1.

5.1.5.2, 5.1.1.5.2. The Endowment Committee, on behalf of the Board of Directors, shall promote and manage the Fund and shall administratively operate under the "Rules of Governance for Shepherd of the Valley Lutheran Church Endowment Fund" ("Endowment Rules"), as amended from time to time. These Endowment Rules will at a minimum outline the procedure for receiving gifts, making investments, and approving expenditures. Such written Endowment Rules and subsequent amendments thereto shall be subject to the approval by the CBL Board of Directors along with any direction given by the voter's assembly.

5.1.1.5.3. The Endowment Committee shall report at least semi-annually to the Board on the Fund's status, expenditures, activities, and purposes.

5.1.5.3, 5.1.1.5.4. The Endowment Committee shall report at least annually to the congregation on the Fund's status, and expenditures, activities, and purposes.

5.1.1.6. Powers: The manager of the Fund, whether the Fund is managed and administered by the Board of Directors, the Endowment Committee, or whether the Fund is delivered to a fund manager employed by the Board to manage such Fund of Directors, shall follow and comply with the policy established in the "Rules of Governance --- Endowment Fund Rules."

5.1.6.

6. ARTICLE AMENDMENTS AMENDMENTS

6.1. Amendments to these Bylaws may be made in the following manner:

6.2. A copy of the proposed amendment(s) shall be made available to all voting members at least two (2) weeks prior to a Voters' Assembly meeting. At this meeting, the vote shall be taken on the amendment(s) and two-thirds (2/3) of the voting members present shall be required to secure adoption. Upon adoption, such amendment(s) shall be submitted to the District Committee on Constitutions for approval, in accordance with the Synod's Bylaws.

6.2.

The above Constitution and Bylaws were approved by the Voters' Assembly at the Voters' Assembly annual meeting held on December 8, 2024, and were adopted and made effective as of that date.

Brian Rickert, CBL Board Chair

Dated: December 8, 2024

December 8, 2018 2024

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Formatted: List Paragraph, Indent: Left: 0.5", First line: 0", Outline numbered + Level: 2 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 0.25" + Indent at: 0.55", Adjust space between Latin and Asian text, Adjust space between Asian text and numbers

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