

**THE CONSTITUTION  
of  
JOURNEY OF LIFE LUTHERAN CHURCH, INC.  
a Florida Not-For-Profit Corporation**

**PREAMBLE**

We, the members of Journey of Life, pursuant to state and federal law, that we might organize ourselves as a family around our mission of “Connecting People to Abundant Life in Jesus,” adopt the following Constitution and Bylaws.

**ARTICLE I – NAME**

The name of this congregation shall be JOURNEY OF LIFE LUTHERAN CHURCH, INC., hereafter designated throughout the Constitution and Bylaws as “Journey of Life” or “the Congregation.”

**ARTICLE II – PURPOSE**

Journey of Life exists to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

**ARTICLE III – CONFESSIONAL STANDARD**

Journey of Life acknowledges and accepts all the canonical books of the Old and New Testaments as the revealed Word of God. The Congregation also acknowledges and accepts the Book of Concord of 1580 to be a true and correct exposition of the Holy Scriptures.

**ARTICLE IV – SYNODICAL AFFILIATION**

Journey of Life shall be a member of the Lutheran Church – Missouri Synod so long as that body shall remain true to the Confessional Standard set forth in Article III of this Constitution.

**ARTICLE V – MEMBERSHIP**

Journey of Life classifies membership as follows: Baptized, Confirmed, Voting and Associate Members. The purpose of this membership classification is to recognize different levels of physical maturity and different levels of commitment to the mission, vision and values of Journey of Life. No class of membership shall ever be construed to indicate a judgment of the value of a person or a person's standing in the kingdom of God. Reception and termination of membership is made by the Board of Directors.

- A. Baptized Members are all persons who have been baptized in the name of the Triune God and come under the pastoral care of the Congregation.
- B. Confirmed Members are all Baptized Members who have received a course of instruction in Christian doctrine in accordance with the Confessional Standard of the Congregation or transferred as Confirmed Members from another congregation of the Lutheran Church – Missouri Synod, or a church that is in confessional agreement therewith.
- C. Voting Members are Confirmed Members who are 18 years old or older and have fulfilled, during the 12 months prior to the Voters' Assembly, three or more of the responsibilities of members described in Article VI. For legal purposes, the membership of Journey of Life Lutheran Church is defined as the Voting Members.

- D. Associate Members are people who retain their primary membership at their “home church” but have requested membership status at Journey of Life in connection with their “seasonal residency” or occupation. Associate Members are not considered Voting Members.

## ARTICLE VI – RESPONSIBILITIES OF MEMBERS

A member of Journey of Life will strive to:

- A. Join in the worship services of this congregation at least 75% of the time;
- B. Participate in a Christian growth small group at least 75% of the time;
- C. Be a messenger of God’s love and grace by personally sharing the good news with a minimum of five people per year;
- D. Regularly serve the community and/or the Congregation according to the gifts God has given; and
- E. Contribute ten percent or more of their income toward the work of God’s kingdom.

## ARTICLE VII – AUTHORITY OF THE CONGREGATION

- A. Journey of Life, in a properly called Voters' Assembly, shall have supreme authority in the administration and management of its affairs.
- B. The procedure for properly calling a Voters' Assembly shall be specified in the Bylaws.

## ARTICLE VIII – RESPONSIBILITIES OF THE CONGREGATION

Journey of Life is responsible to encourage and assist all members of the Congregation toward regular worship, Christian fellowship, continuing discipleship, a life of stewardship, and continual outreach to those who have not come to faith in Jesus Christ or active membership in his family.

## ARTICLE IX – BOARD OF DIRECTORS AND OFFICERS

The Board of Directors represents the Congregation and, as such, has both authority over and accountability for all aspects of Journey of Life.

- A. The Board shall be comprised of no less than five and no more than nine Voting Directors.
- B. Voting Directors shall be nominated and elected to the Board by the Voting Members using a process that shall be specified in the Bylaws.
- C. A person shall be eligible to serve on the Board if they are meeting a minimum of four of the responsibilities of Voting Members outlined in Article V.
- D. A minimum of one person who is not a member of Journey of Life shall be elected by the Congregation to the Board. A non-member Director must be meeting Journey of Life Director requirements at the Christian congregation where he or she holds membership.
- E. The Board shall elect persons from among themselves to fill the following roles as officers of the congregation: President, Vice President, Secretary and Treasurer.
- F. The Senior Pastor shall sit on the Board as a non-voting Director. No other paid staff shall be eligible to serve on the Board.
- G. In no event shall the Board conduct business other than elections without a majority of Directors being members of Journey of Life.

## **ARTICLE X – THE PASTORAL OFFICE AND OTHER MEMBER STAFF**

Our Lord Jesus Christ has given to His Church on earth the Office of the Keys (John 20:20-23). This Office is carried out in a Christian congregation as it establishes the public ministry within its midst (Acts 20:17; 1 Corinthians 4:1; 1 Timothy 3:1; Titus 1:5).

- A. Journey of Life shall only call persons who are members of, or have qualified and applied for membership in, the Lutheran Church – Missouri Synod, or a church that is in confessional agreement therewith.
- B. All member staff shall, in accordance with their job description, equip and empower the people of God to carry out the mission of Journey of Life.
- C. All member staff shall conduct all areas of their lives in a manner consistent with being a follower of Jesus Christ and a living example of the membership standards outlined in Article VI.

## **ARTICLE XI – PROPERTY**

- A. Members who sever their connection with Journey of Life forfeit all claims to the property of the Congregation.
- B. In the event of a division based upon doctrine, the property of Journey of Life and all benefits connected herewith shall remain with those members who adhere to the Confessional Standards listed in Article III.
- C. In the event of dissolution of Journey of Life, all property of the Congregation shall be disposed of by the final Voters' Assembly for the payment of all just claims against Journey of Life. Any and all surplus shall be dispersed according to the direction of the Voters' Assembly and in accordance with current laws governing not-for-profit corporations.

## **ARTICLE XII – BYLAWS**

Journey of Life may adopt Bylaws to fulfill its purpose in accordance with this Constitution.

## **ARTICLE XIII – CHANGING THE CONSTITUTION AND BYLAWS**

The Constitution and Bylaws of Journey of Life may be amended in accordance with the process set forth in the Bylaws.

**BYLAWS TO THE CONSTITUTION  
of  
JOURNEY OF LIFE LUTHERAN CHURCH, INC.  
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**ARTICLE I – VOTERS' ASSEMBLIES**

A. Annual Voters' Assembly

The Annual Voters' Assembly shall be scheduled by the Board of Directors to take place during the last quarter of the calendar year. The date, time and location of the Voters' Assembly shall be published at least one month in advance. The notification shall include the Nominating Committee's slate of Director nominees, the proposed budget for the following calendar year and all other items to be included in the agenda. No agenda items shall be added once the meeting notification has been published.

B. Special Voters' Assemblies

The President shall call a Special Voters' Assembly in a timely fashion upon receiving a written request signed by no less than twelve Voting Members or when requested to do so by the Board. The request by the Voting Members or the Board must contain the item(s) to be considered at the Special Voters' Assembly. Notice of any such special meeting shall be publicized as far in advance as possible but no less than one week in advance. The notice shall contain an agenda of items to be considered. No agenda items shall be added once notification of any Special Voters' Assembly is publicized.

C. Quorum

A quorum shall consist of the Voting Members present at the meeting.

D. Proxy

There shall be no absentee voting or delegation of voting privileges by proxy.

E. Right to Address the Voters' Assembly

Baptized, Confirmed, Voting and Associate Members retain the right to attend and address the Voters' Assembly for a reasonable length of time (generally three minutes or less) with respect to the issue that is currently on the floor.

F. Order

Robert's Rules of Order shall be observed in all meetings insofar as they may be applicable and are not inconsistent with the Constitution and Bylaws of Journey of Life.

**ARTICLE II – BOARD OF DIRECTORS**

A. Elections

The Nominating Committee consisting of the continuing Directors shall draw up a slate of nominees for each vacant position on the Board. Any Voting Member may make additional nominations during a two-week period following the publication of the slate of nominees. Such additional nominations shall be made in writing to the Chair of the Nominating Committee. Each nominee shall be contacted to verify his or her qualification for and willingness to accept the nomination. A final slate of nominees shall be published a minimum of one week prior to elections. In the event of a tie vote for any Director, a second ballot shall be cast, etc., until one candidate has a majority. New Directors assume the responsibilities of their office on January 1 of the year following their election.

#### B. Terms of Office

Directors shall serve two-year terms. One-half (plus or minus one, in the case of a Board with an odd number of Voting Directors) of the seats on the Board must be up for election each year. This will necessitate that some Directors agree to one-year terms if the Board chooses to change its size. No Voting Director shall serve on the Board for more than three consecutive terms. A vacancy on the Board (other than the Senior Pastor's office) shall be filled by appointment by the Board. The appointed Director shall assume the duties of the office immediately and shall serve for the remainder of the unexpired term of the Director replaced.

#### C. Number of Directors

The Board shall determine the number of seats to comprise the Board as allowed in the Constitution. Newly added seats must be filled via election at a Voters' Assembly. The Board may add to or subtract from the number of seats on the Board by resolution passed by a two-thirds majority of the Directors. Only vacant seats may be removed by reduction in the number of Directors.

#### D. Spouses

Spouses shall not serve on the Board simultaneously.

#### E. Meetings

The Board shall meet a minimum of twice per year. A quorum shall consist of two-thirds of the Voting Directors. Special meetings of the Board may be called by the President or by any two Directors. Prior notice of all Board meetings must be given to all Directors. Any congregation member may attend any Board meeting to observe the proceedings with the following exception: Meetings may be closed to discuss personnel-related matters or other matters where the Chair determines that such a meeting or portion thereof must be closed to preserve the privacy of individuals. The minutes of all Board meetings, with the exception of those portions containing specific information that must remain closed to protect and preserve the privacy of individuals, shall be made available for inspection upon request. Robert's Rules of Order shall be observed in all meetings insofar as they may be applicable and are not inconsistent with this Constitution and these Bylaws.

#### F. Conduct of Meetings

The President shall chair Board meetings. In the absence of the President, the Vice President, and then the Treasurer shall chair meetings. Otherwise a person chosen by majority vote of Directors present at the meeting shall chair the meeting. The Secretary or, in the absence of the Secretary, a person appointed by the Chair, shall act as Secretary of the meeting. The Chair shall have the right to decide, without appeal, the order of business for meetings and all procedural matters, including the right to limit discussion that is unreasonably cumulative, prolonged, or irrelevant.

#### G. Reimbursement and Compensation

Directors shall receive no compensation for their services. However, Directors shall be entitled to reimbursement for expenses reasonably incurred in the discharge of their responsibilities as Directors.

#### H. Removal

1. Any Voting Director may be removed from the Board by a majority vote of the Congregation at a Special Voters' Assembly called for this purpose.
2. Any Voting Director may be removed by two-thirds majority vote of the Board if that Director fails to meet the Board of Directors membership requirements set forth in the Constitution. A Director removed by the Board has the right to appeal their removal to the Congregation in a Special Voters' Assembly called solely for this purpose. The Voters' Assembly must ratify the Board's decision by majority vote for the removal to remain in effect.

#### I. Budget and Audit

The Board shall prepare an annual budget and present it to the Congregation for approval at the Annual Voters' Assembly. The Board shall supervise the expenditure of funds in accordance with the budget. The Board may incur additional obligations up to a cumulative amount not to exceed ten percent of the total annual budget without the approval of the Congregation. The Board shall annually appoint an Audit Committee that shall review the financial transactions of the Congregation and prepare a report to the Board. The fiscal year of the Congregation shall be the same as the calendar year.

#### J. Responsibilities of Officers

1. The President shall chair all Voters' Assemblies and Board meetings and, with the Secretary, sign all legal documents on behalf of the Congregation.
2. The Vice President shall perform the duties of the President in his/her absence.
3. The Treasurer shall:
  - a. Be the chief financial officer of the Congregation;
  - b. Supervise the payment of all bills;
  - c. Supervise the keeping of accurate records of receipts and disbursements; and
  - d. Provide information on receipts and expenditures as requested by the Board.
4. The Secretary shall:
  - a. Keep accurate minutes of Voters' Assemblies and Board meetings for the permanent records of the Congregation;
  - b. Be responsible for any official correspondence of the Congregation as directed by the President; and
  - c. Sign all legal documents, with the President, on behalf of the Congregation.

#### K. First Elected Board

The first Board of Directors elected shall decide among themselves who is to serve a one-year term and who is to serve a two-year term so that the provisions of these governing documents regarding Director rotation may be fulfilled. The new Board shall take office within four weeks of their election at a time determined by the Founding Directors. The Founding Directors shall continue to serve as the Board until the new Board is seated. The Founding Directors shall decide who will be grandfathered into Voting Membership. This clause will be automatically deleted from these Bylaws when the first elected Board has assumed their duties and decided which Directors will be serving one-year terms and which Directors will be serving two-year terms.

## ARTICLE III – CALLED STAFF PERSONS

### A. Nominations

The Board of Directors shall be responsible for the Call process. A list of candidates along with their relevant information shall be secured from the District Office. Baptized, Confirmed, Voting and Associate Members may submit names of candidates to be considered during the Call process. The Board of Directors shall submit one or more names to the Voters' Assembly.

### B. Elections

The election of a candidate shall be by ballot in a Voters' Assembly. The candidate receiving a two-thirds majority of all votes cast shall be considered elected. The election shall, if possible, be made unanimous by a second vote and the Call shall be sent to the candidate-elect.

### C. Removal

Any Called Staff Person may be removed from office for failure to meet the standards set forth in Article X of the Constitution or failure to fulfill the requirements of their job description. This action shall be approved by a majority vote of the Board. A Called Staff Person removed under this article has the right to appeal their removal to a Voters' Assembly. In such a case, the Board's decision for removal must be ratified by a two-thirds majority vote of the Congregation.

## ARTICLE IV – GRIEVANCES

This grievance procedure is designed to manage disagreements and to provide good communications that are essential for a spiritually healthy congregation. All persons involved in the process are responsible for their own prayerful Christian conduct and attitude during the handling of any grievance. All parishioners and spiritual leaders shall regard each other with love and respect, even during times of stressful conflict. The underlying principles will be governed by Matthew 18:15-22.

- A. Members of Journey of Life are expected to go directly to people with whom they have a grievance and attempt resolution.
- B. If the grievance cannot be settled one-on-one, both parties shall involve one or two other trusted brothers or sisters in Christ to help them resolve the grievance. Both parties shall agree to the person(s) to be involved. A trained biblical peacemaker should be considered at this point.
- C. If the grievance still cannot be resolved, it may be brought to the Board of Directors. In this stage, the grievance must be submitted in writing and signed by the person(s) who wish(es) to file the grievance. The document shall include a history of reconciliation attempts. A copy shall be sent to the other party in the grievance. The Board shall attempt to bring reconciliation. If reconciliation cannot be achieved after reasonable effort, the Board shall render a judgment on the matter. The judgment of the Board shall be the final word from Journey of Life on any grievance.

## ARTICLE V – INDEMNIFICATION

To the extent permitted by law, the Congregation shall indemnify its past and present Called Staff, Teachers, Teachers' Assistants, Directors and Officers, their heirs, executors, and administrators, against any and all expenses actually and necessarily incurred by them in the defense or settlement of any actual or threatened action, suit or proceeding in which they, or any of them, are made a party by reason of their being or having been a Called Staff member, Teacher, Teachers' Assistants, Director or Officer of the Congregation, except in relation to matters in which such Called Staff member, Teacher, Teachers' Assistants, Director or Officer shall be adjudged in such action, suit or proceeding to have failed to act in good faith, or acted with gross or willful misconduct. The Congregation shall maintain a liability policy insuring the Congregation and its individual Called Staff, Teachers, Teachers' Assistants, Directors and Officers, against the costs of defending a claim or paying a settlement of decision.

**ARTICLE VI – AMENDING THE CONSTITUTION AND BYLAWS**

- A. The Constitution may be amended by a two-thirds majority vote at two consecutive Voters' Assemblies separated by no less than two weeks and no more than eight weeks. The amendment in question must be published in writing no less than two weeks prior to the first Voters' Assembly at which the amendment will be brought to the floor. The proposed amendment may be altered by majority vote at the first Voters' Assembly. No alterations to the amendment shall be permitted at the second Voters' Assembly.
- B. The Bylaws may be amended by a two-thirds majority vote at a Voters' Assembly.

The Founding Directors of Journey of Life adopted this initial set of Constitution and Bylaws on the \_\_\_\_ day of \_\_\_\_\_ in the year of our Lord \_\_\_\_\_.

\_\_\_\_\_  
Dale R. Nichols  
President of the Congregation

\_\_\_\_\_  
Margaret I. Nichols  
Secretary of the Congregation

Additional Founding Directors:

\_\_\_\_\_  
John Brooks

\_\_\_\_\_  
Desiree Kallesen

\_\_\_\_\_  
Doug Kallesen

\_\_\_\_\_  
Kathryn Kroemer

\_\_\_\_\_  
Rev. John Rallison

\_\_\_\_\_  
Sarah Joy Swartzentruber

\_\_\_\_\_  
Michele Toole