

Constitution and By-Laws
Toward the Dawn Online Church
March 11, 2025 Version

Revision History:

Amended with IRS Purpose Clause (C1.03), February 16, 2021

All * are parts based on or directly from the Evangelical Lutheran Church in
America Model Constitution for Congregations

Board Membership Amended and “Dreamers and Leaders Gathering
added, Mar 11, 2025 (Chapter 12)

PREAMBLE

We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to gather together to hear the Word, administer the sacraments, and carry out God’s mission, do hereby adopt this constitution and solemnly pledge ourselves to be governed by its provisions. In the name of the Father and of the Son and of the Holy Spirit.

Chapter 1.

***NAME AND INCORPORATION**

*C1.01. The name of this church shall be Toward the Dawn Online Church

*C1.02. For the purpose of this constitution and the accompanying bylaws, the name of the church Toward the Dawn Online Church is hereinafter designated as “Toward the Dawn.”

*C1.03. This church shall be incorporated as a non-profit corporation under the laws of the State of Texas.

*C1.03 Toward the Dawn Online Church is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Chapter 2.

***CONFESSION OF FAITH**

*C2.01. Toward the Dawn confesses the Triune God, Father, Son, and Holy Spirit.

*C2.02. Toward the Dawn confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.

*a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.

*b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.

*c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.

*C2.03. Toward the Dawn accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.

*C2.04. Toward the Dawn accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of Toward the Dawn.

*C2.05. Toward the Dawn accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.

*C2.06. Toward the Dawn accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.

*C2.07. Toward the Dawn confesses the Gospel, recorded in the Holy Scripture and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Chapter 3.

***NATURE OF THE CHURCH**

C3.01 Toward the Dawn defines the church as the baptized people of God gathered around word and sacrament whether online or at a physical location.

*C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of Toward the Dawn are to be carried out under his rule and authority.

*C3.02. This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.

*C3.03. Toward the Dawn exists as an inclusive fellowship. Abusive and exploitative behavior and actions will not be tolerated. Racism, bigotry, sexism, and any belief that denies the dignity and value of people will be condemned as in violation of the vision of God's reign in the world and not tolerated. Toward the Dawn is an open and accepting community that does not judge anyone's age, sexuality, political beliefs, physical or mental ability, race, skin color, ethnic heritage, country, or culture. Everyone is to be treated as a child of God and treated with respect and dignity.

C3.04 Toward the Dawn honors and respects each person's conscious and different opinions about issues and invites respectful dialogue in light of a common faith. Toward the Dawn will invite a plurality of opinions on issues. Everyone is answerable to God and not to Toward the Dawn. Toward the Dawn believes that everyone stands on their own before God.

C3.05 Toward the Dawn does not endorse or promote any political party, organization, candidate or issue. Toward the Dawn adheres to the separation of church and state.

Chapter 4.

***STATEMENT OF PURPOSE**

*C4.01. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.

*C4.02. To participate in God's mission, Toward the Dawn as a part of the Church shall:

- *a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.

- *b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.

- *c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with the understanding of God as Creator, Redeemer, and Sanctifier of all.

- *d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among people, and standing with all people as members of the Body of Christ in the world.

*e. Nurture its members in the Word of God to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.

*f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

g. Promote the “Domestic Church” where the Christian life, worship, and faith are lived out in the home.

h. Promote care for the earth so that each generation may enjoy the bounty and beauty of creation.

*C4.03. To fulfill these purposes, Toward the Dawn shall:

*a. Provide services of worship at which the Word of God is preached and the sacraments are administered.

*b. Provide pastoral care and assist everyone to participate in this ministry.

*c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their homes and communities.

*d. Teach the Word of God.

*e. Witness to the reconciling Word of God in Christ, reaching out to all people.

*f. Respond to human needs, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.

Chapter 5.

***POWERS OF THE CHURCH**

*C5.01. The powers of Toward the Dawn are those necessary to fulfill its purpose.

*C5.02. The powers of Toward the Dawn are vested in the Board of Directors as provided in this constitution and bylaws.

*C5.03. The Board of Directors governing documents are recognized as descriptive of the powers of Toward the Dawn Church. The Board of Directors can choose by majority vote to delegate or retain powers as needed.

Chapter 6.

CHURCH AFFILIATION

C6.01. Toward the Dawn shall have a strong affinity and identification with the Evangelical Lutheran Church of America.

C6.02. Toward the Dawn accepts the Evangelical Lutheran Church In America's Confession of Faith and agrees to the purposes of the Evangelical Lutheran Church in America that do not violate Toward the Dawn's inclusive fellowship or independence.

C6.03. Toward the Dawn acknowledges its relationship with the Evangelical Lutheran Church in America in which:

a. Toward the Dawn shall be responsible for its life as an independent Christian church and not part of the Evangelical Lutheran Church of America.

c. Toward the Dawn seeks to engage pastoral leadership from the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America by its vision and expectations. Ordained pastors of other denominations can serve if they adhere to the beliefs of Toward the Dawn and the vision and expectations for pastors of the Evangelical Lutheran Church in America.

d. Pastors serving in Toward the Dawn are not called by Toward the Dawn and are free to serve as pastors in congregations or other ministries.

Chapter 7.

PROPERTY OWNERSHIP

*C7.01. If Toward the Dawn ceases to exist, title to undisposed property and money shall pass to the Evangelical Lutheran Church in America.

C7.02. The Board of Directors can purchase property, but shall not incur any debt in doing so. Toward the Dawn will remain debt-free.

Chapter 8.

MEMBERSHIP

C8.01. Toward the Dawn will not have a membership roster and will consider all the baptized as members of God's church and part of the great communion of believers Toward the Dawn serves. Toward the Dawn will maintain a contact list that will not be shared outside of Toward the Dawn.

C8.02 Toward the Dawn encourages but does not require, people to belong to congregations and support these congregations with time, talents and finances.

Chapter 9.

PASTORS

C9.01. The Pastor Leader engages pastors to preach, teach, provide pastoral care, and advise Toward the Dawn.

*C9.02. Consistent with the faith and practice of the Evangelical Lutheran Church in America. Every minister of Word and Sacrament shall:

- 1) preach and teach the Word;
- 2) administer the sacraments;
- 3) conduct online worship and services.
- 4) provide pastoral care;
- 5) offer guidance and counsel to the mission of the church

C9.03. The Board of Directors advises the Pastor Leader concerning the duties of pastors, compensation, and other matters pertaining to the service of pastors in connection with Toward the Dawn.

C9.04 The Pastor Leader can terminate any relationship with a pastor.

C9.95 Any behavior, words or actions of pastors is not the responsibility of Toward the Dawn. Toward the Dawn does not supervise pastors. Each pastor is responsible for his or her own conduct and words. Pastors do not represent Toward the Dawn.

Chapter 10.

MEETINGS

C10.01 Toward the Dawn Board of Directors shall have an annual meeting in January every year. The Annual Directors of the Board meeting will be held online as a video conference call. The purpose of the annual meeting is to celebrate the previous year's achievements and close the previous year's finances. The meeting will be open to anyone wanting to attend and speak. Only board members can vote. The Annual meeting will be published on the website and calendar at least 2 weeks before the meeting.

C10.02. Directors of the Board meetings will be made known at least 48 hours in advance.

C10.04. A simple majority of the Board of Directors shall constitute a quorum.

C10.05. Voting by proxy or by absentee ballot shall not be permitted.

C10.06. All actions approved by the Board of Directors shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.

*C10.07. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of the Board of Directors.

*C10.08. Board of Directors meetings will be held online by remote communication, including electronically and by telephone conference.

Chapter 11.

OFFICERS

C11.01 The board of directors shall elect its officers and they shall be the officers of Toward the Dawn. They serve until they resign as an officer or are removed as an officer by a two-thirds vote of the entire board of directors. Motions to remove an officer must be announced 30 days before the meeting to remove.

C11.02. The officers of Toward the Dawn shall be a Pastor Leader who serves as president, a Lay Leader who serves as vice president, a secretary, and a treasurer.

- a. Duties of the officers can be specified in the bylaws.
- b. The officers shall be voting members of the Board of Directors.
- c. The Pastor Leader/president shall be ordained clergy. The Lay Leader/vice president will be Lay. The secretary and treasurer can be either Lay or Clergy.

C11.03. Officers can hold more than one office at a time if necessary and until a replacement can be found.

Chapter 12.

BOARD OF DIRECTORS and “LEADERS AND DREAMERS GATHERING”

C12.01. All members of the Board of Directors are elected by the board of directors through a nomination process. The Board of Directors determines the number of directors and may reduce or increase the number at any time. The decision to increase or decrease is by a majority vote. Election to the Board of Directors is by a majority vote of the Board. The minimum number of Board members is four. ***The directors and officers serve a 2-year term with no term limits, with terms ending Dec. 31.*** The Board of Directors may remove a director by majority vote. The Pastor Leader serves indefinitely until **resignation or the Board decides he or she is unable to serve for physical or mental reasons.**

- a. **Elections normally happen at the December Meeting and first day of term begins January 1.**

*C12.02. **‘Toward the Dawn Leaders and Dreamers Gathering’** will meet monthly or as determined by the Board and work by consensus with the Board of Directors to lead and direct the ministry and mission of Toward the Dawn. The Board of Directors will retain oversight and final authority. The Leaders and Dreamers will be open to anyone who agrees to the Core Values of Toward the Dawn Meetings: Commitment, Honesty, Respect, Integrity, Service, and Teamwork. Their work is:

*a. To lead Toward the Dawn in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.

*b. To seek to lead Toward the Dawn in worship, learning, witness, service, and support.

*c. To oversee and provide for the administration of Toward the Dawn to enable it to fulfill its functions and perform its mission.

*e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.

*f. To promote a climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.

*C12.03. The board of Directors shall be responsible for the financial and property matters of Toward the Dawn.

*a. The Board of Directors shall be responsible for maintaining and protecting property and managing the business and fiscal affairs of Toward the Dawn. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Texas, except as otherwise provided herein.

*b. The Board of Directors shall have the authority to buy or sell real property, but can not encumber any debt or obligation.

c. The Board of Directors may enter into contracts, but these contracts can not financially obligate Toward the Dawn with anticipated receipts.

*e. The Board of Directors shall ascertain that the financial affairs of Toward the Dawn are being conducted efficiently,

*f. The Board of Directors shall be responsible for Toward the Dawn's investments and any insurance program.

g. Directors and Officers of the Board will not be compensated for service as members of the board.

*C12.04. The Board of Directors shall see that the provisions of this constitution and its bylaws are carried out.

C12.05. The Board of Directors shall be responsible for the employment and may appoint a member of the board to supervise any staff of Toward the Dawn. This responsibility may be delegated.

C12.06. The Board of Directors shall meet as needed. Meetings may be called by the pastor leader/president or Lay Leader/vice president or 50% of the board members.

C12.07. A quorum for the transaction of business shall consist of a majority of the members of the Board of Directors ,

C12.08. The Board of Directors sets policies for Toward the Dawn to conduct its affairs and do its mission.

C12.09 The Board of Directors and officers shall follow C.H.R.I.S.T. norms of conduct:

Commitment- directors shall be committed to Christ and the mission of Toward the Dawn and committed to overcoming obstacles and challenges.

Honesty- directors will be honest and allowed to be honest with their feelings and thoughts and speak truthfully

Respect- directors shall honor differences of opinion and attitudes and value the person over the issue and any disagreements.

Integrity- directors shall be transparent in their dealings and follow through on commitments and promises.

Service- Directors shall be servants of Christ and the mission of Toward the Dawn and its work. They work together as fellow servants.

Teamwork- Directors will work collaboratively and utilize individual gifts and abilities in a spirit of being one, together.

*C12.10. The Board of Directors and its committees may hold meetings by remote communication, including electronically and by telephone conference and, to the extent permitted by state law, notice of all meetings may be provided electronically.

C12.11.The Board of Directors serves at its own nominating committee

C12.12 The Board of Directors oversees an annual audit of its finances.

Chapter 13

AMENDMENTS

*C13.01. Amendments may be proposed by the members of the Board of Directors . Proposals must be filed in writing with the board of directors 30 days before formal consideration at a special Board of Directors Meeting called for that purpose.

Notification may take place by mail or electronic means, as permitted by state law.

C13.02. An amendment to this constitution, proposed under shall:

- a. be approved at any legally called meeting of the Board of directors by a majority vote of those voting members present and voting;
- b. be ratified without change at the next regular meeting of the Board of directors by a two-thirds vote of those voting members present and voting; and
- c. have the effective date included in the resolution and noted in the constitution.

Chapter 14.

BYLAWS

*C14.01. Toward the Dawn may adopt bylaws. No bylaw may conflict with this constitution.

*C14.02. Bylaws may be adopted or amended at any legally called meeting of the Board of Directors with a quorum present by a two-thirds vote of those voting members present and voting.

C14.03. Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Board of Directors at least 30 days before a regular or special meeting called for that purpose. Notification will be by electronic means, as permitted by state law.

Chapter 15.

INDEMNIFICATION

*C15.01. Consistent with the provisions of the laws under which Toward the Dawn is incorporated, Toward the Dawn may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Board of Director member, officer, employee, agent, or other member of any committee of Toward the Dawn, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

Chapter 16

CLOSURE

C16.01; Consistent with the provisions of the laws under which Toward the Dawn is incorporated, Toward the Dawn will cease to exist by unanimous consent of The Board of Directors at a legally called meeting for that specific purpose, publicly announced 30 days in advance.