

**CONSTITUTION, BYLAWS, AND CONTINUING
RESOLUTIONS**

OF

**ALL SHEPHERDS LUTHERAN CHURCH
EFFECTIVE JANUARY 1, 2017**

FIRST BYLAW AMENDMENT: EFFECTIVE JANUARY 1, 2018

INTRODUCTION to the *Model Constitution for Congregations*

The *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, like the other governing documents of this church, reflects the theology and polity of this church as it organizes itself to preach the gospel of Jesus Christ, share the sacraments, reach out to the neighbor with good news and share the love of God in the world. Each expression of this church — churchwide, synod, and congregation — is held together in a relationship of interdependence that encourages each to respond to its context. These documents also demonstrate our commitment to seeing ourselves with others as part of the one, holy, catholic, and apostolic Church. As such, the *Model Constitution for Congregations* is deeply rooted in Scripture, the Lutheran Confessions, and the history of this church and its predecessors.

The *Model Constitution for Congregations* was adopted by the Constituting Convention of the Evangelical Lutheran Church in America, as required by the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. This current edition of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* contains changes adopted by all churchwide assemblies, including the fourteenth Churchwide Assembly in 2016. It is consistent with the requirements of the governing documents of the ELCA’s churchwide organization and synods, and it provides organizational flexibility to recognize the context of local congregations.

► **Required provisions:** Sections of this constitution marked by an asterisk [*] are required when a congregation amends its governing documents. These sections must be used without alteration or amendment of the text in any manner (*i.e.*, neither additions nor deletions are permissible). This requirement is based on provision 9.52. in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. This provision requires that when a congregation of this church “wishes to amend any provision of its governing documents, the governing documents of that congregation shall be so amended to conform to 9.25.b.” in the churchwide constitution. Provisions in the *Model Constitution for Congregations* identified by an asterisk [*] are those required under ELCA constitutional provision 9.25.b.

► **Review by synod:** Each congregation of this church is to provide a copy of its governing documents, and any amendments thereto, to its synod. In accordance with ELCA bylaw 9.53.03., amendments to a congregation constitution become effective *only* when approved by the synod. This bylaw provides:

All proposed changes in the constitution or incorporation documents of a congregation shall be referred to the synod with which the congregation is affiliated. The synod shall notify the congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them. The synod shall recognize that congregations may organize themselves in a manner which they deem most appropriate.

No governing document amendment will be approved by a synod if it conflicts with the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical*

Lutheran Church in America. In order to meet constitutional requirements and to avoid potential problems, all proposed amendments to a congregation's constitutional provisions, bylaws, and continuing resolutions should be submitted to the synod for review.

► **Amendment consistent with the Model Constitution for Congregations:** A congregation that amends its constitution to be in conformity with the *Model Constitution for Congregations* will report these changes to its synod. The amendments become effective upon adoption by the congregation, *C16.04. While synod approval is not required, it is wise to work with the synod in preparing to present these amendments to the congregational meeting.

► **Codification explanation:** The *Model Constitution for Congregations* is organized into chapters by general subject matter and codified as (a) constitutional provisions, (b) bylaws, and (c) continuing resolutions. Each provision is preceded by a capital "C." If a constitutional provision is mandatory, it will be preceded by an asterisk, "*C."

- a. Constitutional provisions are codified with two sets of numbers, preceded by a "C": the chapter number, followed by a period, and a two-digit number. A period follows the two-digit number. Thus, one required constitutional provision related to "Membership" in Chapter 8 is codified as "*C8.02." A provision in Chapter 12 relating to a report by the Congregation Council to the congregation at an annual meeting is codified as "C12.09." Constitutional provisions are adopted and amended in accordance with Chapter 16 titled "Amendments."
- b. Bylaw provisions follow constitutional provisions to which they apply. They are not intended to be organized in a separate document at the end of the constitutional provisions. Bylaws are codified with three sets of numbers: the chapter number (preceded by a "C"), the related constitutional provision number, and a two-digit number. There are periods after the chapter number, after the reference to the constitutional provision, and after the bylaw number. Thus, a bylaw provision related to "Membership" would be codified as "C8.02.01." A bylaw relating to the contents of an annual report by the Congregation Council to the congregation at an annual meeting would be codified as "C12.09.01." Because bylaws and continuing resolutions normally relate to specific practices and details of each congregation's organization, operation, and life, there is not a model set of bylaws or continuing resolutions. Thus, each congregation has discretion and may develop its own bylaws and continuing resolutions, including bylaws and continuing resolutions under required constitutional provisions, but no such bylaw or continuing resolution may conflict with constitutional provisions in the *Model Constitution for Congregations*, the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, or the constitution of the synod, as indicated in *C6.03.e. Bylaws are adopted and amended in accordance with Chapters 16 and 17.
- c. Continuing resolutions are intended to provide descriptions of operational patterns and practices or of the ongoing responsibilities of committees or other units within the organizational structure of the congregation. They follow the relevant constitutional provision or bylaw to which they refer.

Continuing resolutions also are codified with three sets of numbers, except that the third set is preceded by a capital letter. Thus, a continuing resolution describing congregational committees in Chapter 13 might be numbered “C13.07A13.” The initial numbers “C13.07” indicate that the continuing resolution relates to the designated constitutional provision, which in this case provides that the duties of congregational committees may be specified in bylaws or continuing resolutions. The final letter and numbers “A13” designate that this is the first continuing resolution “A” and the year that it was adopted, in this example 2013. Continuing resolutions are adopted and amended in accordance with Chapter 18. Unlike constitutional provisions and bylaws which are adopted by the congregation at a legally called and conducted meeting, continuing resolutions may be adopted either by a congregational meeting or by the Congregation Council.

► **Missing numbers:** You will notice that certain numbers are missing from the numbering sequence in some chapters. These omissions are intentional. For example, in some chapters the number “.10.” and multiples thereof have been reserved for possible use as section headings in future editions.

► **Selection of options:** Alternatives are provided in some places within the *Model Constitution for Congregations*. Alternatives are noted by brackets or blank lines. For example, constitutional provision *C9.01. offers the alternative of election of a call committee by the congregation or by the Congregation Council. Only one alternative should be chosen in each instance where brackets appear in the text. In other provisions, alternative provisions are provided. Thus, in Chapters 11 and 12, regarding “Officers” and “Congregation Council,” options are provided separated by the word “or.” Each congregation should select one of those options, subject to approval through the synod’s constitutional review process. Where a blank line appears, such as in C1.01. or C10.02., the appropriate word, phrase, or number determined by the individual congregation should be inserted.

► **References to church:** In the governing documents, “Church” with a capital letter refers to the one, holy, catholic, and apostolic Church. The words “church” or “this church” in lowercase letters refer to the Evangelical Lutheran Church in America. The specific congregation may be identified, as provided in C1.02., as “this congregation.”

► **Guidelines:** A list of guidelines for a congregation engaging in review and amendment of its constitution is available through each synod office and at ELCA.org.

► **Consultation and concluding comments:** Each synod has a process to review proposed amendments to congregational constitutions. The work of both congregations in amending their governing documents and the synod in reviewing proposed amendments is facilitated by consultation and cooperation *before* proposed amendments are acted upon by the congregation. In addition, each congregation should establish a process for periodic review of its governing documents. You are encouraged to contact your synod office to assist your congregation in its periodic review of governing document provisions and to assess whether problems may exist with respect to proposed amendments.

The important task of amending a constitution is challenging. It is, however, an essential endeavor that merits thoughtful work. In addressing your constitutional

responsibilities, may God grant you and your colleagues wisdom, discernment, and commitment to the unity of this church in faithful witness to our Lord and Savior, Jesus Christ.

Secretary Wm Chris Boerger
Evangelical Lutheran Church in America
August 17, 2016

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***PREAMBLE**

We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together to preach 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 congregation shall be All Shepherds Lutheran Church.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of All Shepherds Lutheran Church is hereinafter designated as “this congregation.”
- C1.11.** This congregation shall be incorporated under the laws of the State of Ohio.

Chapter 2.

CONFESSION OF FAITH

- *C2.01.** This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- *C2.02.** This congregation 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. This congregation 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. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- *C2.05. This congregation 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. This congregation 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. This congregation 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. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation 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. The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.
- *C3.04. This church, inspired and led by the Holy Spirit, participates in The Lutheran World Federation as a global communion of churches, engaging in faithful witness to the gospel of Jesus Christ and in service for the sake of God's mission in the world.
- *C3.05. The name Evangelical Lutheran Church in America (ELCA or "this church") as used herein refers in general references to this whole church, including its three expressions: congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in

America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

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, this congregation 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 a global awareness consistent 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 the nations, standing with the poor and powerless, and committing itself to their needs.
 - e. Nurture its members in the Word of God so as 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.
- *C4.03.** To fulfill these purposes, this congregation 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 all members to participate in this ministry.
 - c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
 - 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 need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
 - g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.
 - h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
 - i. Foster and participate in ecumenical relationships consistent with churchwide policy.
- *C4.04.** This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. Such descriptions shall be contained in continuing resolutions in the section on the Congregation Committees.
- *C4.05.** This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.
- *C4.06.** References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God's mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

Chapter 5.

POWERS OF THE CONGREGATION

- *C5.01.** The powers of this congregation are those necessary to fulfill its purpose.
- *C5.02.** The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- *C5.03.** Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:
- a. call a pastor as provided in Chapter 9;
 - b. terminate the call of a pastor as provided in Chapter 9;
 - c. call a minister of Word and Service;
 - d. terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America;

- e. adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
 - f. approve the annual budget;
 - g. acquire real and personal property by gift, devise, purchase, or other lawful means;
 - h. hold title to and use its property for any and all activities consistent with its purpose;
 - i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
 - j. elect its officers, and Congregation Council, and require the officers and members of the Congregation Council to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions; and
 - k. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- *C5.04.** This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the Southern Ohio Synod of the Evangelical Lutheran Church in America.
- C5.05.** This congregation may have a mission endowment fund that will operate as specified in this congregation's continuing resolutions. The purpose of the mission endowment fund is to provide for mission work beyond the operational budget of this congregation.

Chapter 6.
CHURCH AFFILIATION

- *C6.01.** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Southern Ohio Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- *C6.02.** This congregation accepts the Confession of Faith and agrees to the purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- *C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
- a. This congregation agrees to be responsible for its life as a Christian community.

- b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
- c. This congregation agrees to call pastoral leadership from the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastoral services with a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
- d. This congregation agrees to consider ministers of Word and Service for call to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
- e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

***C6.04.** Affiliation with the Evangelical Lutheran Church in America may be terminated as follows:

- a. This congregation takes action to dissolve.
- b. This congregation ceases to exist.
- c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America.
- d. This congregation follows the procedures outlined in *C6.05.

***C6.05.** This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:

- a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds vote of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the Congregation Council. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.

- b. The secretary of the congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod and the congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the synod of the notice as specified in paragraph b. above.
- d. If the congregation, after such consultation, still seeks to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the meeting shall be mailed to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
- e. A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraphs g., h., and i. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church.
- f. Notice of termination shall be forwarded by the bishop to the secretary of the ELCA, who shall report the termination to the Churchwide Assembly.
- g. This congregation shall abide by these covenants by and among the three expressions of this church:
 - 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in *C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
 - 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to receive synodical approval before terminating their membership in this church.
 - 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying

with the foregoing provisions in *C6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.

- h. If this congregation fails to achieve the required two-thirds vote of voting members present at the congregation's first meeting as specified in paragraph a. above, another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If this congregation fails to achieve the required two-thirds vote of voting members present at the congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of *C6.05. and may begin no sooner than six months after that second meeting.

***C6.06.** If this congregation considers relocation, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected.

***C6.07.** If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action.

Chapter 7.

PROPERTY OWNERSHIP

***C7.01.** If this congregation ceases to exist, title to undisposed property shall pass to the Southern Ohio Synod of the Evangelical Lutheran Church in America.

***C7.02.** If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.

***C7.03.** If two-thirds of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in *C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Southern Ohio Synod.

***C7.04.** If two-thirds of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in *C6.05.,

title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

Chapter 8.

MEMBERSHIP

- *C8.01.** Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.
- *C8.02.** Members shall be classified as follows:
- a. ***Baptized*** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
 - b. ***Confirmed*** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
 - c. ***Voting*** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
 - d. ***Associate*** members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.

- e. **Seasonal** members are voting members of other ELCA congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
- 1) they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;
 - 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
 - 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with the ELCA;
 - 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
 - 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
 - 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.

C8.02.01. A voting member (a member who, as defined in the Constitution, is both baptized and confirmed), may be considered inactive if that member has not communed and contributed for over two years.

C8.02.02. A non-voting, baptized member who is a minor may be considered inactive and removed from the roll if the member's parent(s) or guardian(s) have become inactive.

***C8.03.** All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council.

C8.03.01. Persons may be received into the Covenant of Membership, following attendance at a discipleship orientation class as scheduled by the Pastor(s), according to continuing resolutions of the All Shepherds Lutheran Church Congregation Council (Congregation Council). New members shall indicate their commitment to support the congregation's

ministry through their prayers and according to C8.04 of the constitution.

C8.03.01A16. Discipleship orientation classes for persons who wish to become members of the church shall be scheduled by the pastor(s), and persons who have attended a class may be received into the Covenant of Membership at times designated by the Congregation Council.

- a. By **January 31** each year, the pastor(s) in consultation with secretarial staff shall review the status of all voting and baptized members to determine if they have been inactive during the prior two-year period. Based on this review, the pastor(s) shall send notification letters to those members who are inactive as set forth in the bylaws. By **March 31** each year, if a member has not responded to the notification or otherwise indicated the intent to remain active, the pastor(s) shall recommend removal of the member(s) from the roll to the Congregation Council.
- b. At the **May** congregation council meeting, the Congregation Council shall vote whether to remove the member(s) from the roll.
- c. The Pastor(s) shall include a current and accurate roll of membership based on the prior calendar year review in the annual Congregation report submitted to the ELCA, due on or before **February 15**.

- *C8.04.** It shall be the privilege and duty of members of this congregation to:
- a. make regular use of the means of grace, both Word and sacraments;
 - b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and
 - c. support the work of this congregation, the synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.

- *C8.05.** Membership in this congregation shall be terminated by any of the following:
- a. death;
 - b. resignation;
 - c. transfer or release;
 - d. disciplinary action in accordance with ELCA constitutional provision 20.41. and the accompanying bylaws; or
 - e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.

Such persons who have been removed from the roll of members shall remain persons for whom the Church has a continuing pastoral concern.

- C8.05.01. An inactive member, or member whose membership has been terminated according to C8.05, may be removed from the roll. Before removing an inactive member, the Pastor shall notify the member in writing of the intent to remove the member from the roll. The member may request to meet with the Pastor to discuss the matter.

Chapter 9.

ROSTERED MINISTER

- *C9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.
- *C9.02. Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.
- *C9.03. Consistent with the faith and practice of the Evangelical Lutheran Church in America,
- a. Every minister of Word and Sacrament shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - 6) impart knowledge of this church and its wider ministry through distribution of its communications and publications;
 - 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
 - 8) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
 - b. Each pastor with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) relate to all schools and organizations of this congregation;

- 3) install regularly elected members of the Congregation Council;
 - 4) with the Congregation Council, administer discipline; and
 - 5) endeavor to increase the support given by the congregation to the work of the ELCA churchwide organization and of the Southern Ohio Synod of the ELCA.
- *C9.04.** The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.
- *C9.05.** The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:
- a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by death or, following consultation with the synodical bishop, for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - 7) termination of the relationship between this church and the congregation;
 - 8) dissolution of the congregation or the termination of a parish arrangement; or
 - 9) suspension of the congregation through discipline for more than six months.
 - b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-

third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.

- c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament as disabled. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of the congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to the congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by the congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, the congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

***C9.06.** At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.

- *C9.07.** During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any rostered minister providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.
- *C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.
- *C9.09.** When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- *C9.11.** With the approval of the bishop of the synod, the congregation may depart from *C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.05.a.
- *C9.12.** The pastor of this congregation:

 - a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
 - b. shall submit a summary of such statistics annually to the synod; and
 - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- *C9.13.** The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.
- *C9.14.** The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary

of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.

C9.15. Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between the congregation and the pastor in a form proposed by the synodical bishop and approved by the congregation.

***C9.21.** Authority to call a minister of Word and Service shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.

***C9.22.** Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synodical bishop may be called as a deacon of this congregation.

***C9.23.** Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:

- a. Be rooted in the Word of God, for proclamation and service;
- b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
- c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
- d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
- e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
- f. Practice stewardship that respects God's gift of time, talents, and resources;
- g. Be grounded in a gathered community for ongoing diaconal formation;
- h. Share knowledge of the ELCA and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
- i. Identify and encourage qualified persons to prepare for ministry of the gospel.

- *C9.24. The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.
- *C9.25. The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:
- a. The call of a congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by death or, following consultation with the synodical bishop, for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the deacon;
 - 5) suspension of the deacon through discipline for more than three months;
 - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
 - b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the

committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service as disabled. Upon removal of the disability and the restoration of the deacon to health, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.

- d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

***C9.26.** The deacon shall make satisfactory settlement of all financial obligations to a former congregation before:

- a. installation in another field of labor, or
- b. the issuance of a certificate of dismissal or transfer.

***C9.27.** When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As

occasion requires, the documents may be revised through a similar consultation.

- *C9.28.** With the approval of the bishop of the synod, this congregation may depart from *C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.25.a.
- *C9.29.** The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations.
- *C9.31.** The deacon(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

Chapter 10.

CONGREGATION MEETING

- C10.01.** Meetings of this congregation shall be held at a time specified in the bylaws.
 - C10.01.01.** Meetings of the Congregation shall occur not less than once every twelve months, with additional meetings as needed. The timing of meetings shall be determined by continuing resolutions of the congregation council.
 - C10.01.02.** The agenda for Congregation Meetings shall be established by the president of this congregation.
 - C10.01.A16.** A Congregation Meeting to review and approve the proposed annual budget shall occur in November of the calendar year. A Congregation meeting to vote on election of Congregation Council members and officers shall occur at least annually, and may occur at the same time as the November meeting.
- C10.02.** A special Congregation Meeting may be called at any time by the pastor or the Congregation Council and shall be called by the president of this Congregation upon the written request of twenty percent of the voting members. In addition, the president of the Congregation Council shall call a special meeting upon request of the synodical bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.

- C10.03.** Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all voting members at least 10 days in advance of the date of the meeting.
- C10.04.** The requirements for a quorum shall be specified in the bylaws.
- C10.04.01 A quorum for holding a congregation meeting shall be 20% of church members.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.06.** All actions approved by the congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or the bylaws.
- C10.07** *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of the Congregation.
- C10.07.01. The most current edition of *Robert's Rules of Order* shall govern the parliamentary procedure of Congregation Meetings, except as otherwise provided by the constitution or bylaws or as clarified by continuing resolutions.

**Chapter 11.
OFFICERS**

- C11.01.** The officers of this congregation, their duties, and the manner of their election shall be specified in the bylaws.
- C11.01.01. The officers of this congregation shall be President, Immediate Past President, Vice President, Secretary, and Chief Financial Officer (CFO). To be eligible, an officer must be a voting member of the congregation. All officers shall be voting members of the Congregation Council.
 - a. The President shall:
 - 1) call meetings of the congregation council as needed, but not less than quarterly.
 - 2) preside at all meetings of the congregation and Congregation Council.
 - 3) prepare and deliver an annual report to the congregation.
 - 4) execute letters of call.

- 5) meet with the pastor(s) on at least a quarterly basis to review the status of congregation affairs.
- 6) ensure that the annual congregation report is reviewed and approved by congregation council, and submitted to the ELCA by the pastor(s) within the timeframe specified in continuing resolutions of the congregation council.
- 7) recommend to the congregation council, in consultation with the pastor(s), voting members of the congregation to serve as the treasurer, financial secretary, and facilities manager. The Congregation Council shall approve persons to serve in those positions for a term of three (3) years. The duties of the treasurer, financial secretary, and facilities manager shall be specified in continuing resolutions.
- 8) recommend to the congregation council voting members of the congregation to serve on the Audit Committee.
- 9) oversee the attendance of Congregation Council members at its meetings; if the secretary reports that a member has missed two (2) consecutive meetings during a one (1) year period, the president shall address this issue with the member to determine continued service on the congregation council.
- 10) conduct with the immediate past president annual performance evaluations of the pastor(s).

b. The Vice President shall:

- 1) perform the duties of the president in the president's absence, incapacity, or at the request of the president.
- 2) fill the role of president if the president resigns or is removed, and call a congregation meeting at which a new vice president shall be elected by the congregation to fill the vacant position.
- 3) serve as the congregation council liaison to the meetings of the ministry directors.
- 4) recommend to the congregation council, in consultation with the pastor(s), voting members of the congregation to fill vacant ministry director positions.
- 5) serve as a member of the Mutual Ministry Committee, Call Committee, and Team of Ministry Directors.
- 6) work with the CFO in planning and preparing the annual budget, and present the annual budget to the congregation.

c. The Immediate Past President shall:

- 1) support the president and vice president.
- 2) chair the Mutual Ministry Committee.

- 3) chair the Call Committee.
- 4) serve as a member of the Nominating Committee.
- 5) make recommendations to the congregation council, in consultation with the pastor(s), on applicants for paid staff positions.
- 6) conduct with the president annual performance evaluations of the pastor(s).

d. The Secretary shall:

- 1) record minutes of the proceedings of the congregation and the congregation council, and make copies of the minutes available to church members.
- 2) retain secretarial records to be filed permanently in the church office.
- 3) record in the minutes the congregation council members' attendance; and shall advise the president if a member misses more than two (2) consecutive meetings in one (1) year.
- 4) assist the president on agenda items, calling to attention matters deferred or referred to committees for further study and recommendation.
- 5) maintain a record of congregation council resolutions and recommend to the congregation council revision or deletion of continued resolutions as needed.
- 6) effect the safekeeping of all official Congregation Council documents.
- 7) act as parliamentarian at Congregation Council meetings.
- 8) meet annually with the president and pastor(s), at the time specified in continuing resolutions of the congregation council, and verify that:
 - i. the pastor(s) have reviewed and updated the membership roll as specified in Chapter 8 of these bylaws;
 - ii. the president has prepared and presented an annual report to the congregation;
 - iii. the pastor(s) has (have) submitted an annual congregation report to the ELCA.

e. The Chief Financial Officer (CFO) shall:

- 1) supervise the financial procedures, records, and investments of the congregation.

- 2) render a monthly statement of income and expense compared to budget to the congregation council.
- 3) sign checks if necessary in the absence of the treasurer.
- 4) be a member of appropriate committees as appointed by the president.
- 5) recommend written financial policies and procedures for cash management, fund accounting, and the annual audit, to the congregation council. In establishing policies and processes, the CFO may reasonably rely upon the advice of designated experts, e.g., external auditors or investment advisors.
- 6) recommend to the congregation council, in consultation with the vice president, an annual budget.
- 7) meet at least quarterly with the treasurer, financial secretary and facilities manager to review the financial status of the congregation.
- 8) ensure that monthly reports are submitted for the CFO's review by the treasurer, financial secretary, and facilities manager.
- 9) direct the treasurer and financial secretary in the counting, depositing, and recording of all contributions, fees, collected gifts, and bequests received.
- 10) direct the reconciliation of each deposit to contributors' records.
- 11) direct the issuance of quarterly statements to contributors.
- 12) ensure the confidentiality of individual giving records.
- 13) direct the preparation of the annual financial report to the congregation, and financial reports as specified in the congregation council resolutions.

C11.01.01A16. The chief financial officer (CFO), as specified in the bylaws, shall recommend to the congregation council voting members to serve as treasurer, financial secretary and facilities manager, all of whom report to the CFO and serve at the direction of the congregation council.

- a. The congregation council shall approve one voting member to serve as treasurer. The treasurer is authorized to pay all invoices, sign checks, in conjunction with payroll service if one is utilized, oversee employee payroll, and prepare a monthly report to the CFO.
- b. The congregation council shall approve one voting member to serve as financial secretary. The financial secretary shall count weekly offerings with a second voting member, deposit offerings into the church bank

account **within two business days** of receipt, and submit a monthly report to the CFO.

- c. The congregation council shall approve one voting member to serve as facilities manager. The facilities manager is responsible for overseeing the maintenance of the church land, buildings, and personal property, and shall prepare a monthly report to the CFO.
- d. The congregation council may remove, upon a vote of two-thirds of all Congregation Council members, a voting member from the positions of treasurer, financial secretary, or facilities manager at any time if doing so appears, in the sole discretion of the congregation council, to be in the best interest of the congregation.
- e. All applicants for paid staff positions of the church, including but not limited to office secretaries and music leaders, shall be reviewed and recommended by the congregation council prior to hire as an employee or as an independent contractor.

Chapter 12.

CONGREGATION COUNCIL

C12.01. The membership of the congregation council, the manner of election of its membership, and the duties of the congregation council shall be specified in the bylaws.

C12.01.01. The congregation council shall consist of five (5) officers, as described in Chapter 11, a pastor, and one Member at Large. All elected members of the congregational council will serve a term beginning January 1 following the year elected or immediately upon installation.

- a. All congregation council members shall be voting members. If more than one (1) pastor is called to serve this congregation, the pastors shall hold collectively one (1) voting seat on the congregation council.
- b. The congregation council members shall, through the power of the Gospel, lead the congregation toward its purpose and mission in their personal worship, witness, learning, service, and stewardship.

Congregation Council members shall represent the people of this congregation, not just its programs, having been elected by the congregation.

c. Congregation Council members shall:

- 1) enact the will of the congregation as ordered by the constitution, bylaws, and continuing resolutions.
- 2) attend Congregation Council meetings as discussed in section d., below.
- 3) nominate and elect eligible candidates to fill mid-term vacancies in the following positions: congregation offices, congregation council committees established in Chapter 13, and Ministry Directors. An individual appointed to fill an unexpired office or congregation council position shall hold that office or position until the next congregation meeting, at which time the congregation shall elect either that individual or another voting member to fulfill the remainder of the vacated term.
- 4) approve of voting members of the congregation to serve as Ministry Directors.
- 5) approve of voting members of the congregation to serve as treasurer, financial secretary, and facilities manager.
- 6) approve of voting members to serve as members of the Audit Committee.
- 7) approve of applicants for paid positions within the church.

d. Congregation Council Meetings

- 1) The congregation council shall conduct quarterly meetings at times established by the president. The dates and times of quarterly meetings shall be communicated to the congregation at least two weeks in advance in writing through church bulletins, social media, or any other method reasonably calculated to inform members of meetings.
- 2) The congregation council may conduct meetings to address emergent issues as needed and called by the president. No written notice to the congregation of special meetings is required. Notice of special meetings may be given to the congregation council members by the president through email delivery to each member's email address of record or by telephone.
- 3) Congregation council members who are unable to attend meetings shall communicate this, if possible, in advance to the secretary or president; if members are absent from two (2) consecutive meetings in one (1) calendar year, the secretary shall

report this to the president, who will discuss the attendance issue with the member.

- 4) Congregation council meetings shall be conducted in person at the church, and members of the congregation council must be physically present to participate, subject to the following:
 - a. Congregation Council members, with the approval of the president, may attend meetings by the use of authorized communications equipment (defined to include, but not be limited to, telephone, internet, or other electronic means that allow for contemporaneous communication);
 - b. Special meetings may be conducted solely by means of authorized communications equipment;
 - c. Congregation Council members may vote on emergent matters at the request of the president by casting their vote through the use of authorized communications equipment or in writing, including via email transmission from the email address of record for the member. Action taken by these methods shall be by majority vote unless otherwise provided in the constitution or these bylaws, and shall be documented by ratification of the vote at the next Congregation Council meeting, including documentation of any dissenting votes cast.
- 5) A quorum shall be at least four (4) voting members present, including either the president or vice president, and a pastor.
- 6) When discussing the compensation or performance evaluation of pastor(s), the presiding officer may request that the pastor(s) not be present.
- 7) When discussing the removal of a congregation council member, that member shall not be present unless a majority of the other congregation council members agree to the member being present.
- 8) An affirmative vote of a majority of members present at a meeting at which a quorum is present shall be necessary for the authorization of any action, except for: (a) actions which expressly require a two-thirds vote according to the constitution or these bylaws; (b) action taken in writing as discussed in section 4.c., above; or (c) actions requiring a two-thirds vote to remove the church treasurer, financial secretary, or facilities manager as set forth in continuing resolutions adopted by the congregation council.
- 9) Members of the public who are not members of the congregation may attend Congregation Council meetings by invitation of the

congregation council or president. Congregation members who are not Congregation Council members may attend meetings, unless a meeting is closed by the president or vice president.

- e. The Member at Large shall:
 - 1) chair, but not be a voting member of the Nominating Committee and, at least ninety days before the congregation meeting at which an election is held, shall present to the Nominating Committee a list of offices to be filled.

- f. Elections and Terms of Congregation Council Members:
 - 1) The officers of the congregation and the member at large shall be elected at a meeting of the congregation.
 - 2) Elections may be by show of hands, except when multiple candidates are offered for any open position at which time the election shall be conducted by written ballot.
 - 3) The member at large shall be elected to a three (3) year term and may serve no more than two (2) consecutive terms.
 - 4) The vice president, president, and immediate past president offices shall be held in a three-year succession or terms by one person. That person shall be elected to a three (3) year term in which he/she serves as vice president in the first year of the term, as president in the second year, and as immediate past president in the third year.
 - 5) The CFO and secretary shall be elected to three-year terms and may serve no more than two (2) consecutive terms.
 - 6) No congregation council member shall hold more than one elected position on the congregation council or serve as a ministry director while serving on the congregation council.
 - 7) Congregation council members may voluntarily resign from office.
 - 8) Congregation council members may be removed from office by a vote of at least two-thirds of the remaining congregation council members due to: (a) excessive absenteeism; (b) inability to perform the duties of office; or (c) conduct that is inconsistent with fulfillment of the Statement of Purpose of the Church as set forth in Chapter 4 of the constitution.
 - 9) Newly elected officers and congregation council members shall assume duties following installation.

C12.01A16. In order to implement bylaws adopted effective January 1, 2017, the following transitional terms of office shall be implemented:

- 1) At an annual meeting to occur in November, 2017, the congregation shall elect the following: Vice President and Member at Large, whose terms shall begin effective January 1, 2018;
- 2) The Vice President elected in June, 2016 shall serve in that position until December 31, 2017, and shall begin a term as President effective January 1, 2018;
- 3) The President Emeritus (Immediate Past President) in office since June, 2016, shall serve in that position until December 31, 2017;
- 4) The President in office since June, 2016, shall serve in that position until December 31, 2017;
- 5) The two (2) Members at Large elected in June, 2016, shall serve in those positions until December 31, 2017;
- 6) The Member at Large elected in June, 2014, shall serve in that position until June, 2017;
- 7) The Secretary and CFO elected in June, 2015, shall serve in those positions until December 31, 2018.
- 8) The transition term effective dates set forth in this section are not intended to limit a Congregation Council member's ability to serve consecutive terms of office as described in Chapter 12.

Chapter 13.
CONGREGATION COMMITTEES

C13.01. Congregation Committees may be established as specified in the bylaws or in continuing resolutions.

C13.01.01. The following shall be standing committees of the congregation and shall serve continually unless disbanded by continuing resolution:

- a. Audit Committee: The Audit Committee serves to review the financial operations of the church and provide reports to the congregation council regarding financial operations, including concerns or areas recommended for improvement. The president shall recommend to the congregation council three (3) voting members of the congregation to serve on the Audit Committee. Audit Committee members serve a three (3) year term and may not serve more than two (2) consecutive terms.
- b. Nominating Committee: The Nominating Committee shall prepare and recommend to the congregation the slate of candidates, including (a) voting members of the congregation to serve on as Nominating Committee members for the subsequent year; (b) voting members of the congregation to serve as voting members of ELCA Southern Ohio Synod Assembly, and (c) voting members of the congregation to serve as officers and Congregation Council members, all of whom are to be presented to the congregation at the annual meeting of the congregation. The Member at Large shall serve as the non-voting chair of the Nominating Committee. Other members include the Immediate Past President and three (3) voting members of the congregation. All decisions of the Nominating Committee shall be determined by a 75% vote of the members. The congregation shall elect the three (3) congregation members to serve on the Nominating Committee. Nominating Committee members shall serve a one (1) year term, from the date of election until the next annual election when new Nominating Committee members shall be installed.
- c. Mutual Ministry Committee: The Mutual Ministry Committee shall meet with and shall provide support to church employees. The Immediate Past President shall serve as chair of the Mutual Ministry Committee. Other members shall include the Vice President and the Pastor(s). Meetings shall be attended by church employees.

C13.01.02. As needed, a Call Committee shall be elected by the congregation council as set forth in C9.01. The Call Committee shall be established to interview and evaluate pastoral candidates and recommend to the congregation the candidate(s) for call as Pastor(s) to serve the congregation. The Immediate Past President shall chair the Call Committee. Other members shall include the Vice President and three (3) voting members of the congregation recommended by the President and approved by Congregation Council. The Call Committee shall continue until the congregation votes to issue a

Letter(s) of Call to a candidate, at which time the Call Committee shall disband.

- C13.01.03. The congregation council may establish by continuing resolution additional standing committees and ministry areas led by Ministry Directors or Co-Directors and may disband the same by continuing resolution.
- C13.01.04. The congregation council may establish ad-hoc committees or project teams from time to time as needed to study proposals or complete specific tasks or projects. These committees or teams may be formed and disbanded by congregation council vote.
- C13.01.05. All committees and ministry areas and their directors shall serve at the direction and discretion of the congregation council. A ministry director may resign or be removed from the position by a vote of at least two-thirds of congregation council due to: (a) inability to perform the duties of the position; or (b) conduct that is inconsistent with fulfillment of the Statement of Purpose of the Church as set forth in Chapter 4.

C13.01A16. Ministry Areas

1) The following Ministry Areas and their purposes shall be established:

- a. Communications Ministry shall plan, implement and manage human and technological resources and equipment to support the church and enable the church to communicate internally and externally.
- b. Encouraging Ministry shall develop community and support systems for members and friends of the congregation, creating a family of faith within the larger congregation. Support the once active, but now inactive member through prayer, visitation, and caring activities.
- c. Giving Ministry shall incorporate giving as part of our response to Christ's love for us into a year-round value leading to a deeper understanding of the spiritual blessing of giving.
- d. Inviting Ministry shall guide what the congregation shares about the Gospel and how it is shared by inviting the larger Delaware County community to participate in the mission of the congregation.
- e. Learning Ministry shall develop a culture of learning for all ages and provide resources for spiritual growth and

- developing an understanding of our faith and how it shapes our lives as followers of Jesus. This includes inspiring and equipping people to teach the faith.
- f. Prayer Ministry shall provide not only prayer support but also teach, train and equip everyone in the congregation to engage in prayer contemplatively, meditatively and vocally.
 - g. Serving Ministry shall provide opportunities for our members and the community to better serve our community and the world through activities designed to support those in need of care.
 - h. Thematic Planning Ministry shall create a cohesive message within our worshipping community, working with other ministries to incorporate the message throughout our ministry areas.
 - i. Worship Ministry shall expand opportunities to participate in the many different leadership roles in worship ministry and provide worship opportunities consistent with the needs of the congregation, including different formats, times, and locations.
- 2) Each ministry area shall be led by a Ministry Director or Co-Directors appointed by Congregation Council. Ministry directors shall serve a term of three (3) years, and may serve not more than two (2) consecutive terms.
 - 3) A director of leadership development shall provide leadership development for all congregation leaders, providing shared understanding of principles, processes, and nomenclature. The director serves as a liaison to all of the ministry areas and directors and chairs meetings of the Team of Directors. The director of leadership development shall be appointed by congregation council to serve a term of three (3) years, and may serve not more than two (2) consecutive terms.
 - 4) The president, in consultation with the pastor(s), shall make recommendations to the congregation council of voting members of the congregation to serve as directors or to fill vacancies in director positions.
 - 5) A ministry area director shall ensure that the ministry area meets at least once every other month. Directors shall prepare meeting agendas and provide monthly reports on ministry

area meetings and activities to the pastor(s), the president, and the Director of Leadership Development.

- 6) The Director of Leadership Development shall provide a monthly report to the pastor(s) and the president.
- 7) All ministry directors compose the Team of Directors, which shall meet not less than quarterly. The vice president shall be a member of the Team of Directors. The Director of Leadership Development shall chair meetings of the Team of Directors.
- 8) By **August 31**, each ministry director shall prepare a proposed budget for the upcoming calendar year and provide it to the CFO for Congregation Council review at the **October** budget meeting.

Chapter 14.

ORGANIZATIONS WITHIN THE CONGREGATION

C14.01. The congregation may establish organizations within the congregation as specified in the bylaws or in continuing resolutions.

C14.01.01 With the approval of the congregation council, congregation members may establish groups or organizations within the church for fellowship or other purposes in keeping with the purposes of the church referenced in Chapter 4 of the constitution. The congregation council may disband a group or organization at any time by congregation council vote.

Chapter 15.

DISCIPLINE OF MEMBERS AND ADJUDICATION

***C15.01.** Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of the congregation, or willful and repeated harassment or defamation of member(s) of the congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15–17, proceeding through these successive steps, as necessary: a) private counsel and admonition by the pastor, b) censure and admonition by the pastor in the presence of two or three witnesses, c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of

the synod, and d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.

- *C15.02.** The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to *C15.01. do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three laypersons and two ministers of Word and Sacrament). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- *C15.03.** If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members, plus the nonvoting chair, comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- *C15.04.** The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

- *C15.05. By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
 - a. suspension from the privileges of congregation membership for a designated period of time;
 - b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
 - c. termination of membership in the congregation; or
 - d. termination of membership in the congregation and exclusion from the church property and from all congregation activities.
- *C15.06. The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.
- *C15.07. No member of the congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.
- *C15.10. **Adjudication**
- *C15.11. When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

Chapter 16.
AMENDMENTS

- *C16.01. Unless provision *C16.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least twenty percent of the voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's

members of the proposal together with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.

- *C16.02. An amendment to this constitution, proposed under *C16.01., shall:
 - a. be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those voting members present and voting;
 - b. be ratified without change at the next annual meeting by a two-thirds vote of those voting members present and voting; and
 - c. have the effective date included in the resolution² and noted in the constitution.
- *C16.03. Any amendments to this constitution that result from the processes provided in *C16.01. and *C16.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify the congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.
- *C16.04. This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to the congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of at least two (2) voting members of the congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

Chapter 17.

BYLAWS

- *C17.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- *C17.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting.

- *C17.03. Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- *C17.04. Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

Chapter 18.

CONTINUING RESOLUTIONS

- *C18.01. The congregation in a legally called meeting or the Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
- *C18.02. Continuing resolutions shall be enacted or amended by a majority vote of a meeting of the congregation or a two-thirds vote of all voting members of the Congregation Council.

Chapter 19.

INDEMNIFICATION

- *C19.01. Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a congregation council member, officer, employee, agent, or other member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.
 - C19.01.01. The Congregation may provide indemnification for each person who, by reason of the person being a present or former Congregation Council member, employee, agent, or member of any committee, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, in the manner and to the extent legally permitted by Chapter 1702. of the Ohio Revised Code. The congregation may purchase insurance in order to provide indemnification.