



Evangelical Lutheran Church in America

God's work. Our hands.

CONSTITUTION AND BYLAWS

FOR

SALEM EVANGELICAL LUTHERAN CHURCH

EFFECTIVE

_____, 2021

11 W. Bernard Street
West Saint Paul, MN 55118

INTRODUCTION

The constitution of Salem Evangelical Lutheran Church (“Salem”) is based on the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, originally adopted by the Constituting Convention of the ELCA in 1987, and amended by numerous Churchwide Assemblies (the latest amendments included having been made in 2019). The ELCA model is consistent with the requirements of the constitutional governing documents of the ELCA’s churchwide organization and synods.

The constitution and bylaws of Salem have been incorporated into one document. The document is divided into chapters, with each chapter containing constitution provisions and any related bylaws. This format, designed for clarity and ease of reference, has been used for the constitutions of the ELCA and the Saint Paul Area Synod.

In this document, constitution provisions are preceded by the letter “C” to distinguish them from comparable ones in the churchwide and synod documents. They are printed in bold face type and designated by the chapter number and a two digit number. Those that are preceded by an asterisk correspond to provisions in the ELCA model that are required to be incorporated in the Salem constitution without alteration.

In some chapters, certain numbers are missing from the numbering sequence. For example, C9.10. does not appear; this reflects the numbering style in the *Model Constitution for Congregations*, in which the number “.10.” and multiples thereof have been reserved for possible use in future editions. In other cases, certain numbers have been omitted in order to align the numbered paragraphs in this document with those in the Model; for example, C9.16. through C9.20. do not appear, so that C9.21. can be numbered to correspond with C9.21. in the Model.

Bylaws, which are printed in light face type, are designated by the chapter number, the related constitution provision number, and an additional two-digit number.

Continuing resolutions, adopted by the congregation or the Executive Council pursuant to Chapter 19, may be incorporated into this document. Continuing resolutions are printed in italic type and designated by three sets of numbers. The first set of numbers indicates the chapter; the second set indicates the subject matter within the chapter; and the third set, which indicates the year in which the resolution was adopted, is preceded by a letter indicating the order of the resolution. For example, a continuing resolution number C12.06.A21. would indicate that the continuing resolution was the first resolution relating to constitution section C12.06 and that it was adopted in 2021.

For consistency with the constitutional governing documents of the ELCA’s churchwide organization and synods, in the constitution and bylaws of Salem, “Church” with a capital letter is used in references to the one, holy, catholic, and apostolic Church. In references to the Evangelical Lutheran Church in America, the words “church” and “this church” in lower case letters are employed, although, for clarity in this constitution, the full name or “ELCA” may be used.

***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 Salem Evangelical Lutheran Church.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Salem Evangelical Lutheran Church is hereinafter designated as "this congregation."
- C1.11.** This congregation shall be incorporated under the laws of the State of Minnesota.

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.

* Required provision

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 this congregation's ministry and the ministry of the other expressions 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.**

C4.05. *This congregation shall adopt and periodically review 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 this congregation. This 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 17, amendments to the bylaws, as specified in Chapter 18, and continuing resolutions, as provided in Chapter 19;**
- 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, Congregation Council, and committees**, and require them 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 elect 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 this congregation and other qualifications shall be as prescribed in guidelines established by the Saint Paul Area Synod of the Evangelical Lutheran Church in America.

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 Saint Paul Area 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 this 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 is 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 *or in accordance with provision 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America.*
 - d. *The Saint Paul Area Synod of the Evangelical Lutheran Church in America takes charge and control of the property of this congregation to hold, manage, and convey the same*

on behalf of the synod pursuant to †S13.24. of the synod constitution. This congregation shall have the right to appeal the decision to the next Synod Assembly.

e. 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 two legally called and conducted special meetings of this congregation by a two-thirds vote of the voting members present at each meeting. The first 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 this 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 this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the first meeting.

b. Within 10 days after the resolution has been voted upon at the first meeting, the secretary of this 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 send copies of the resolution and certification to voting members of this congregation.

c. If the resolution was adopted by a two-thirds vote of the voting members present at the first meeting, the bishop of the synod and this congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the bishop of the attestation and certification as specified in paragraph b. above.

d. If this congregation, after such consultation, is still considering termination of its relationship with this church, 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 second meeting shall be sent 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 this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the second meeting.

e. Within 10 days after the resolution has been voted upon, the secretary of this congregation shall submit a copy of the resolution to the bishop, attesting that the second special meeting was legally called and conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to the voting members of the congregation. If the resolution was adopted by a two-thirds vote of the voting members present at the second meeting, the relationship between the congregation and this church shall be terminated subject to Synod Council approval as required by paragraphs f. and g. below.

f. Unless this notification to the bishop also certifies that this congregation has voted to affiliate with another Lutheran denomination, this congregation shall be deemed an independent or non-Lutheran church, in which case *C7.04. shall apply.

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 synod 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 this congregation's first meeting as specified in paragraph a. above or fails to achieve the required two-thirds vote of voting members present at this 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 the meeting at which the two-thirds vote was not achieved.

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 taken.

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 Saint Paul Area 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 or pursuant to 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America, title to property shall continue to reside in this congregation.

C7.03. *If 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 Saint Paul Area Synod of the Evangelical Lutheran Church in America.

C7.04. *If 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 process established by the synod, 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. In neither case does title to this congregation's property transfer to the synod

- C7.05.** *Notwithstanding the provisions of *C7.02. and *C7.03. above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision 9.71.a. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this congregation accepts such restrictions and:
- a. Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.
 - b. Shall—upon written demand by the Synod Council, pursuant to †S13.23. of the constitution of the Saint Paul Area Synod of the Evangelical Lutheran Church in America--reconvey and transfer all right, title, and interest in the property to the synod.

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 this congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws. They shall not have voted as a seasonal member of another congregation of this church in the previous two calendar months.
- 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 congregations of this church 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 this church;
- 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.

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

C8.03.01. Acceptance for membership. The following are the steps to be followed by people desiring to become new members of this congregation, other than those received by certificate of transfer from other Lutheran congregations.

- a. Adult new member orientation/education.
 - 1) Prospective members will attend member preparation classes.
 - 2) The sessions will cover such topics as what it means to be a Lutheran, expectations of membership, this congregation's mission statement, liturgy, worship, stewardship, ethics, spiritual gifts, and Bible study.
 - 3) Non-baptized applicants will be baptized prior to their acceptance.
- b. After completing the classes, applicants will be presented to the Congregation Council for approval.
- c. After approval by the Congregation Council, members will be formally received at a member acceptance service.

C8.03.02. Admission to Baptized Membership.

- a. Children, one or both of whose parents or guardians are members of this congregation shall, upon receiving Christian baptism, be received as baptized members of this congregation.
- b. Children, neither of whose parents or guardians are members of this congregation shall, upon Christian baptism duly recorded as a ministerial act performed under the auspices of this congregation, be received as baptized members of this congregation unless there is an understanding that, for good reason, they will be enrolled as baptized members of another congregation, in which case notice of the baptism shall be given to the congregation in which the child is to be enrolled as a baptized member.
- c. Children baptized in other congregations shall be received as baptized members of this congregation upon admission of one or both parents or guardians to membership, or by consent of one or both parents or guardians, or by action of the Congregation Council.
- d. Prior to baptism, parent/parents/guardians of the child to be baptized shall attend baptismal instruction.

C8.03.03. Admission to Confirmed Membership

- a. Baptized children shall be admitted to confirmed membership through confirmation classes to prepare for participation in the rite of confirmation to include a public affirmation of faith in Jesus Christ for salvation.

- b. New **adult** members receive confirmed status **upon** acceptance for membership.
- c. Baptized members who are beyond this congregation's confirmation age, receive confirmed status after completing the steps listed in section C8.03.01.a.

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 Chapter 20 of the constitution and bylaws of the Evangelical Lutheran Church in America**; 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.

- a. Any confirmed and voting member in good standing desiring to change his/her membership to another **congregation** shall, upon request, be entitled to a letter of transfer.
- b. Baptized members who have failed to attend worship services or Christian education, receive Holy Communion or make a contribution of record for a period of two consecutive years will be contacted to determine if they wish to be active members at **this congregation**.
- c. The decision to withdraw will come from the member.

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 **this congregation** 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 this congregation by the synod 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 available channels of effective communication;
- 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 council, administer discipline;
- 5) endeavor to increase the support given by the congregation to the work of the churchwide organization and of the Saint Paul Area Synod; and
- 6) encourage adherence to covenantal relationship with this church as expressed in the Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.

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 the pastor's death or, following consultation with the synod 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 this 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 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 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 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 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 with disability status.** 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 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 pastor and then to this 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 this 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, this 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 this 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.

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, this 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 this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.05.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 this 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 this 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 call or approval of a request for change in roster status.
- C9.15.** Under special circumstances, subject to the approval of the synod 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 this congregation and the pastor in a form proposed by the synod bishop and approved by this congregation.
- C9.21.** *Authority to call a deacon 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 this congregation 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 synod 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 this church 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 this congregation shall be as follows:
- a. The call of this congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the deacon's death or, following consultation with the synod 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 with disability status. 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. *This congregation shall make satisfactory settlement of all financial obligations to a former deacon before calling a successor. A deacon 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.

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. This congregation shall have at least one regular meeting per year. The regular meeting(s) of the congregation shall be held at the time(s) specified in the bylaws. Consistent with the laws of the State of Minnesota, the bylaws shall designate one regular meeting per year as the Annual Meeting of this congregation.

C10.01.01. The Annual Meeting for this congregation shall be held at the beginning of the fiscal year, but not later than the first Sunday in February, as determined by the Congregation Council following the procedures for call of congregation meetings as written in C10.03. of the Constitution.

C10.01.02. The order of business at the Annual Meeting shall include:

- a. Opening Devotion;

- b. Approval of minutes;
- c. Elections;
- d. Pastoral staff report(s);
- e. Reports from the Congregation Council, financial secretary, boards, and others;
- f. Approval of budget;
- g. Unfinished business;
- h. New business;
- i. Adjournment; and
- j. Closing prayer.

C10.01.03. In the following cases, voting shall be by written ballot:

- a. To elect members of the Congregation Council, Audit Committee, Endowment Fund Committee, Personnel Committee, and Nominating Committee;
- b. To adopt or amend the articles of incorporation, constitution or bylaws of this congregation;
- c. To call a pastor or request resignation of a pastor;
- d. To sever membership from the Evangelical Lutheran Church in America;
- e. To dispose of, encumber, or purchase real property (land and things permanently attached to the land, such as buildings and other structures of a permanent nature); and
- f. When requested by ten (10) or more voting members present.

C10.01.04. No person shall be declared elected without having received a majority of the votes cast. If more than one ballot is required in an election, it shall be in order, by proper motion, to limit the balloting, after the first ballot, to the three candidates receiving the highest number of votes on the first ballot and after the second ballot, to limit the balloting to the two candidates receiving the highest number of votes.

C10.01.05. At each Annual Meeting, a booklet of reports shall be available to all members of the congregation.

- a. All boards and organizations handling funds within this congregation shall submit accounts showing receipts, disbursements, balance and location of the funds at the close of the prior fiscal year. These shall be included in the booklet of reports.
- b. The pastor(s), ministerial staff members, congregational president, Congregation Council, all chairs of council boards and congregation committees, and all organizations not a part of the Congregation Council shall submit written yearly activity reports for publication in the annual report of this congregation.

C10.02. A Special Meeting of the congregation may be called by the pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of this congregation upon the written request of ten (10) percent of the voting members. The president of the Congregation Council shall call a Special Meeting upon request of the synod 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.

C10.02.01. Special and other meetings may be called following the procedures for call of congregational meetings as written in C10.03. of the Constitution.

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 ten (10) days in advance of the date of the meeting. The posting of such notice in the regular mail, with first class postage affixed or paid, sent to the last known address of such members shall be sufficient.

- C10.04.** Should a Special Meeting be called, the pastor is to be notified before the meeting.
- C10.05.** Ten (10) percent of the voting members shall constitute a quorum. In the event that a quorum is not present, the president of this congregation shall recess the meeting and shall reconvene the meeting in the manner prescribed in C10.03., at which time quorum shall be the voting members present.
- C10.05.01.** The current roster of eligible voting members shall be available at each congregation meeting.
- C10.06.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.07.** All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or bylaws, or by state law.
- C10.08.** Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.
- C10.08.01.** When necessary to complete the business of the meeting, a congregation meeting may, by majority vote, recess to reconvene at a specified date, time and place.
- C10.09.** This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication. To the extent permitted by state law, notice of all meetings may be provided electronically.

Chapter 11.

OFFICERS

- C11.01.** The officers of this congregation shall be a president, vice president, secretary, and financial secretary.
- a. Duties of the officers shall be specified in the bylaws.
- b. Officers shall be voting members of this congregation and shall be voting members of the Congregation Council.
- C11.01.01.** The duties of the president include:
- a. preside over meetings of the Congregation Council and this congregation utilizing parliamentary procedure;
 - b. convene and serve as chair of the Executive Committee;
 - c. prepare agendas for Congregation Council meetings and congregation meetings;
 - d. appoint members to vacant positions on the Congregation Council and congregation committees with ratification by the Congregation Council;
 - e. communicate regularly with the board chairs and the pastor;
 - f. address issues given to the Congregation Council by this congregation;
 - g. represent this congregation at community functions, as appropriate;
 - h. attend to issues necessary for the smooth running of the Congregation Council, to include:
 - 1) develop and utilize effective communication processes within the Congregation Council and with staff and office personnel;
 - 2) develop and maintain effective communication with all committees, task forces, and boards; and

3) evaluate the effectiveness of Executive Committee, Congregation Council, and congregation meetings.

C11.01.02. The duties of the vice president include:

- a. assume the duties of the congregation president in the event of his/her absence;
- b. convene the Nominating Committee and the Audit Committee;
- c. maintain a record of Congregation Council attendance;
- d. maintain a calendar of events;
- e. communicate regularly with all board chairs;
- f. contact Congregation Council members in the event of their absence to keep them informed and to encourage their attendance;
- g. maintain a record of chairs of all committees, task forces, and boards;
- h. schedule devotions and treats within the Congregation Council; and
- i. assist the congregation president, as needed.

C11.01.03. The duties of the secretary include:

- a. keep, publish, and preserve minutes of all meetings of the Congregation Council, congregation, and Executive Committee;
- b. keep, publish and preserve policies approved by the Congregation Council;
- c. prepare and send Congregation Council and congregational correspondence; and
- d. communicate actions, issues and concerns to this congregation, as appropriate.

C11.01.04. The duties of the financial secretary, who shall be bonded, include:

- a. serve on the Operating Board;
- b. develop, implement, and maintain programs for receiving, counting, accounting for, and disbursing funds according to generally accepted accounting principles, including:
 - 1) develop and maintain a volunteer group of offering counters (Corps of Counters); and
 - 2) develop and maintain programs for the safe deposit and keeping of all funds.
- c. report the offerings of this congregation regularly to this congregation;
- d. prepare the annual budget;
- e. maintain a record of all individual contributions and gifts;
- f. maintain a record of worship attendance;
- g. prepare and provide a written monthly financial report to the Congregation Council;
- h. prepare and provide an annual written financial report to this congregation;
- i. analyze quarterly the financial status of this congregation and report it to the Congregation Council;
- j. appoint and oversee the person(s) serving as treasurer(s) (for example payroll processing or check writing). The treasurer(s) shall be bonded.
- k. serve as this congregation's primary liaison with financial institutions; and
- l. serve as this congregation's chief financial officer.

C11.02. The congregation shall elect its officers. Officers shall serve for two years or until their successors are elected. Their terms shall begin at the close of the Annual Meeting at which they are elected.

C11.02.01. The officers have only such authority as may be delegated to them by this congregation and exercise such authority in accordance with the constitution, bylaws and continuing resolutions of this congregation.

C11.03. No officer shall hold more than one office at a time. Officers shall not be eligible to serve more than two consecutive terms in the same office.

Chapter 12.

CONGREGATION COUNCIL

C12.01. Membership

- a. The voting membership of the **Congregation** Council shall consist of nine members in the following positions:
 - 1) the president, vice president, secretary, and financial secretary of this congregation;
 - 2) chairs of the three boards (Duties and responsibilities of the three boards shall be found in the bylaws), and
 - 3) two at-large members from this congregation.
- b. Any voting member of this congregation may be elected to the **Congregation** Council, **subject only to the limitation on the length of continuous service permitted in that office.**
- c. No officer shall hold more than one office at a time.

C12.02. Terms of Office

- a. Officers shall serve a two-year term, not to exceed two consecutive terms.
- b. Board chairs shall serve a two-year term, not to exceed two consecutive terms.
- c. At-large members shall serve a two-year term, with no term limit.
- d. The term of office of Council members shall begin at the close of the Annual Meeting at which they are elected.

C12.03. Vacancy

- a. Should a member's place on the **Congregation** Council become vacant, the congregation president shall appoint a replacement, subject to ratification by a majority of the **Congregation** Council, until the next Annual Meeting.
- b. A member's place on the **Congregation** Council shall be declared vacant if:
 - 1) the member resigns;
 - 2) the member ceases to be a voting member of this congregation; or
 - 3) the member has been absent from three consecutive regular meetings of the **Congregation** Council without prior notification.
- c. **Consistent with the laws of Minnesota, this congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.**

C12.03.01. The term of the person appointed **pursuant to C12.03.a.** shall be identical to that of the member who vacated the position. If the person appointed serves less than twelve months of an unexpired term, the appointee can be elected to a succeeding full term.

C12.04. Nomination to Office

- a. Officers and at-large members are to be nominated by the Nominating Committee.
- b. Board chairs are to be nominated by the **Congregation** Council.
- c. Members may be nominated from the floor at the Annual Meeting for any **Congregation** Council positions.

C12.05. The **Congregation** Council shall have general oversight of the life and activities of this congregation, **and in particular its worship life**, to the end that everything be done in accordance

with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the **Congregation** Council shall include the following:

- a. To lead this congregation in stating its mission;
- b. To create a congregational vision;
- c. To do long-range planning;
- d. To set goals and objectives;
- e. To establish a yearly calendar;
- f. To create policies and review them annually;
- g. To evaluate its mission and vision each year and progress toward yearly goals and objectives;
- h. To submit a comprehensive report to this congregation at the Annual Meeting;
- i. To seek to involve all members of this congregation in worship, learning, witness, service, and support;
- j. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission;
- k. To oversee the work of the Endowment Fund Committee;
- l. To maintain supportive relationships with the rostered minister(s) and staff and help them annually to evaluate the fulfillment of their calling or employment;
- m. To be examples individually and corporately of the style of life and ministry expected of all baptized persons;
- n. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding;
- o. To arrange for pastoral service during the sickness or absence of the pastor;
- p. To emphasize support of the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the Saint Paul Area Synod and the Evangelical Lutheran Church in America;
- q. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America; and
- r. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

C12.05.01. The **Congregation** Council is empowered to form special and ad hoc committees to conduct **Congregation** Council or congregational business or activities, as deemed necessary.

C12.05.02. The **Congregation** Council shall develop lay leaders, as needed, to fulfill the ministry responsibilities of this congregation.

C12.05.03. The **Congregation Council** shall actively encourage members to attend the Annual Meeting and Special Meetings of this congregation.

C12.06. The **Congregation Council** shall be responsible for the financial and property matters of this congregation.

- a. The **Congregation** Council shall be the board of trustees of this congregation and, as such, shall be responsible for maintaining and protecting its property and managing its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Minnesota, except as otherwise provided herein.
- b. The **Congregation** Council shall **not** have the authority to buy, sell, or encumber real property (land and things permanently attached to the land, such as buildings and other structures) **unless** specifically authorized to do so by a meeting of this congregation.

- c. The **Congregation** Council may enter into contracts of up to two (2) percent of the annual budget for items not included in the budget.
 - d. The **Congregation** Council shall prepare an annual budget for adoption by this congregation. **The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in collaboration with the synod and churchwide organization.**
 - e. **The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of mission support monies to the Saint Paul Area Synod treasurer.**
 - f. **The Congregation Council shall be responsible for this congregation's investments and its total insurance program.**
- C12.06.01.** The **Congregation** Council shall ensure that the aggregate of all expenditures must not exceed the total of the approved budget by more than five percent without the approval of this congregation.
- C12.06.02.** The **Congregation** Council shall be responsible for approving recommendations from the Operating Board to authorize expenditures beyond board budgets.
- C12.06.03.** Use of **congregational** property and equipment.
- a. The property of this congregation shall be for the use of this congregation in its normal function as **part of the church (ELCA)** and shall not be used in any way not in harmony with the purpose and goals of this congregation.
 - b. Buildings, furnishings, and equipment which are the property of this congregation shall not be loaned or rented to any group or individuals not affiliated with this congregation unless application for such use has been approved by the **Congregation** Council and conforms to the use policies established by the **Congregation** Council.
- C12.06.04.** Financial matters.
- a. This congregation's fiscal year shall be January 1 to December 31.
 - b. This congregation's financial records shall be audited by an outside, independent auditor at the change of the congregational financial secretary or at the discretion of the **Congregation** Council
- C12.07.** The **Congregation** Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.
- C12.08.** **The Congregation Council shall provide for an annual review of the membership roster.**
- C12.09.** **The Congregation Council shall be responsible for the employment and supervision of the staff of this congregation. Nothing in this provision shall be deemed to affect this congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of this church.**
- C12.09.01.** **Day to day supervision of the staff other than the pastor will be the responsibility of the pastor.**
- C12.11.** The **Congregation** Council shall normally meet once a month. Special meetings may be called by the pastor or **the president** and shall be called **by the president** at the request of at least one-half of its members. Notice of each special meeting shall be given at least 5 days in advance to all who are entitled to be present.
- C12.11.01.** Meetings of the **Congregation** Council shall be held on the same day of the week each month as established by the Council at its organizational meeting, unless a different date is agreed upon by a majority of the **Congregation** Council.

- C12.11.02.** Any member having two consecutive unexcused absences from regular meetings, without prior notification, shall be contacted by the council vice-president.
- C12.12.** A quorum for the transaction of business shall consist of at least seven members of the **Congregation Council**.
- C12.12.01.** The pastor or interim pastor shall attend all meetings of the Congregation Council, except when the pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the Saint Paul Area Synod bishop.
- C12.13.** The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference and, to the extent permitted by state law, notice of all meetings may be provided electronically.

Chapter 13.

CONGREGATION COMMITTEES

- C13.01.** The officers of this congregation and the pastor shall constitute the **Executive Committee**.
- C13.01.01.** The Executive Committee shall meet regularly to plan for and coordinate the smooth running of **Congregation Council** and congregational Annual Meeting.
- C13.01.02.** The Executive Committee may be called together to handle routine administrative business delegated by the **Congregation Council**;
- C13.01.03.** The Executive Committee with two members of the Personnel Committee shall conduct an annual performance review with the pastor.
- C13.02.** Nominating Committee
- a. The nominating Committee shall consist of four **voting members of this congregation**.
 - b. Three members of this Nominating Committee shall be elected at the Annual Meeting. These members shall not also be members of the **Congregation Council**.
 - c. One member shall be elected by the **Congregation Council** from its membership.
 - d. The term of office for the Nominating Committee shall be one year.
 - e. Nominating Committee members shall be eligible to serve no more than two consecutive terms.
 - f. The duties and responsibilities of the Nominating Committee shall be found in the bylaws.
- C13.02.01.** Duties and responsibilities of the Nominating Committee
- a. The congregational vice president shall convene the first meeting of the Nominating Committee not later than **November 15th** of each year but, thereafter, shall not serve as a member of the Nominating Committee.
 - b. The Nominating Committee shall nominate one or more candidates for the following offices and delegate positions **scheduled to be filled at the Annual Meeting** and shall secure consent of each candidate to serve, if elected:
 - 1) congregational officers (president, vice president, secretary, and financial secretary);
 - 2) two at-large **Congregation Council** members;
 - 3) Saint Paul Area Synod delegates;
 - 4) Audit Committee members;

- 5) Nominating Committee members;
- 6) Endowment Fund Committee members;
- 7) Personnel Committee members; and
- 8) delegates to other organizations as determined by the Congregation Council.

- c. The Nominating Committee shall recommend to the Congregation Council candidates to serve as Chairs of the Nurturing, Operating and Sharing Boards, and shall secure consent of each candidate to serve, if elected.

C13.03. Audit Committee

- a. The Audit Committee shall consist of three members elected by this congregation.
- b. Members of the Congregation Council and Operating Board shall be ineligible for membership on the Audit Committee.
- c. Term of office shall be three years, with one member elected each year. Members shall be eligible for re-election.
- d. The duties and responsibilities of the Audit Committee shall be found in the bylaws.

C13.03.01. Duties and responsibilities of Audit Committee

- a. The Audit Committee shall annually audit all financial records of this congregation and auxiliary organizations and present a written report, including any recommendations for change, to this congregation by the end of the first quarter of the following fiscal year.
- b. The Audit Committee shall carefully examine all insurance policies in conjunction with the Operating Board, as well as fidelity bonds, to determine the amount and kind of insurance and fidelity in force, and include this information in its report.
- c. The Audit Committee shall give independent assurance that all financial records fairly represent the finances of this congregation.
- d. The Audit Committee shall review the year's financial activity to determine whether it has been properly recorded in acceptance with generally accepted accounting principles.
- e. The congregational vice president shall convene the first meeting of the Audit Committee but, thereafter, shall not serve as a member of the Audit Committee.

C13.04. Endowment Fund Committee

- a. The Endowment Fund Committee shall consist of five members elected by this congregation.
- b. The term of office for Endowment Fund Committee members shall be three years, with staggered terms.
- c. The duties and responsibilities of the Endowment Fund Committee shall be found in the bylaws.

C13.04.01. The purpose of the Endowment Fund Committee is to promote responsible Christian stewardship of people's accumulated assets and to enhance the outreach ministry of this congregation by providing an orderly method, to be approved by this congregation, for receiving and administering gifts given to this congregation through gifts, wills, and other forms of estate planning.

C13.04.02. The Endowment Fund will be administered in accordance with the document attached hereto as Addendum A and titled "Salem Evangelical Lutheran Church Endowment Fund".

- C13.05.** Staff Assessment Committee. In the event of a pastoral vacancy, a congregational staff assessment committee will be formed by the **Congregation** Council.
- a. The committee will determine congregational needs for staffing, as well as a recommendation for a process and timeline to achieve that and present it to the Congregation Council;
 - b. The Congregation Council will review the recommendation and call a congregational meeting to present the recommendation, and if needed, to form a Call Committee.
- C13.06.** Call Committee
- a. A Call Committee shall be formed when a pastoral vacancy occurs based on the recommendation of the staff assessment committee.
 - b. The Call Committee shall consist of nine voting members elected by this congregation. **Term of office will terminate upon installation of the newly called rostered minister.**
 - c. duties and responsibilities of the Call Committee shall be found in the bylaws.
- C13.06.01.** The congregational president shall convene the first meeting of the Call Committee. The Call Committee shall select a chair, and other officers, if so desired. The duties and responsibilities of the Call Committee are:
- a. to meet with the Saint Paul Area Synod staff person to determine the call process;
 - b. review the existing letter of call and position description and adjust them based on current congregational needs;
 - c. hold closed meetings but keep this congregation as informed of its progress and procedures as possible while maintaining necessary confidentiality of the candidates being considered;
 - d. recommend a candidate to this congregation for the pastor office. (See also C9.01. of the Constitution.)
- C13.07.** Personnel Committee
- a. The Personnel Committee shall consist of 4 members elected by the congregation, the president, and the pastor (ex-officio).
 - b. The term of office shall be 4 years with a limit of 2 consecutive **terms**.
 - c. The duties and responsibilities of the Personnel Committee shall be found in the bylaws.
- C13.07.01.** The duties and responsibilities of the Personnel Committee shall be to:
- a. develop personnel policies and make policy recommendations to the **Congregation** Council for approval.
 - b. develop a performance review process for all staff.
 - c. meet with all paid staff **other than the pastor (See Section 13.01.03.)** at least annually.
 - d. review the compensation packages of the staff and make recommendations to the **Congregation** Council.
 - e. develop position descriptions and hiring procedures.
 - f. at the pastor's **or Congregation Council's** request, assist with the hiring process and may give advice regarding a candidate's ability to perform in a specific position.
 - g. at the pastor's request, be present for performance or position description discussions with employees.
 - h. investigate complaints of sexual harassment and equal opportunity employment **in accordance with the Salem Employee Handbook**.
- C13.08.** Other congregation committees may be formed by the **Congregation** Council, as the need arises.

- C13.09.** The pastor of this congregation shall be ex officio a member of all committees of this congregation. The president of this congregation shall be ex officio a member of all committees of this congregation, except the Nominating Committee.
- C13.10. Boards.** Much of the work, operation, and mission of this congregation shall be carried out by three boards.
- C13.10.01.** The chairs of the Congregation Council boards shall:
- a. see that all the duties of the board are carried out;
 - b. Serve as members of the Congregation Council and report to the Council monthly the activities of the board;
 - c. convene board meetings; and
 - d. meet/be in contact with the pastor and/or other designated staff.
- C13.10.02.** Boards shall have authority to appoint committees, task forces, and individuals to accomplish the responsibilities of that board.
- C13.10.03.** All boards shall submit a yearly budget to the Operating Board that applies to the annual budget of this congregation in accordance with a timeline set by the Operating Board.
- C13.10.04.** Each board shall communicate with the Congregation Council about the work of the board.
- C13.10.05.** Each board shall set yearly goals that are in harmony with this congregation's mission and vision and review them annually.
- C13.10.06.** All boards shall ensure that they do not exceed their budgets.
- C13.10.07.** Boards shall meet at least six times a year.
- C13.10.08.** Boards shall consist of a minimum of five people.
- C13.10.09.** Boards shall cooperate and coordinate with other boards when responsibilities overlap.
- C13.10.10.** Boards shall be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- C13.10.11.** Boards shall promote a congregational climate of peace and goodwill and, as differences and conflicts arise, endeavor to foster mutual understanding.
- C13.10.12.** Boards shall seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- C13.10.13.** Boards shall develop lay leaders, as needed, to fulfill the ministry responsibilities of this congregation.
- C13.11.** The three boards shall be:
- a. Nurturing Board,
 - b. Operating Board, and
 - c. Sharing Board.
- C13.11.01.** The Nurturing Board shall nurture the faith and bring the Gospel message to the people of this congregation.
- a. The Nurturing Board shall provide for meaningful worship services and encourage members to actively participate in worship. Responsibilities shall include:
 - 1) supporting the pastor and worship planning team, as appropriate,
 - 2) facilitating the logistics of worship, and
 - 3) scheduling and training congregational members to assist in worship by serving as greeters, acolytes, communion assistants, lay readers, ushers, altar care teams, assisting ministers, sound and light operators, and other positions as needed.

- b. The Nurturing Board shall attend to the overall worship life of this congregation. Responsibilities shall include:
 - 1) researching creative ideas for worship;
 - 2) recommending adjustments to the worship format;
 - 3) seeing to the physical arrangements and layout for the use of worship space;
 - 4) acting as a forum for receiving worship ideas from this congregation;
 - 5) systematically getting feedback from this congregation regarding worship;
 - 6) enhancing the logistics for worship;
 - 7) overseeing the yearly schedule for worship; and
 - 8) maintaining and improving worship equipment.
- c. The Nurturing Board shall promote spiritual growth and work to bring the Gospel message to the people of this congregation and this community so that they can develop a personal relationship with Christ and be equipped to share the Gospel with others.
- d. The Nurturing Board shall develop, implement, and administer programs of education for this congregation. This includes:
 - 1) Sunday School,
 - 2) summer programming for children,
 - 3) confirmation programs,
 - 4) Bible study groups,
 - 5) adult education programs and
 - 6) other educational programs.
- e. The Nurturing Board shall study and consider for implementation educational ideas and programs suggested by the Saint Paul Area Synod and the Evangelical Lutheran Church in America.
- f. The Nurturing Board shall affirm, empower, and engage youth through the age of 18 by:
 - 1) providing a Christ-centered, affirming, and relational ministry to young people which assists them in:
 - i. honoring God,
 - ii. growing in a relevant scriptural faith,
 - iii. realizing their gifts,
 - iv. sowing God's love to others and
 - v. actively living in a Christian community;
 - 2) planning and providing a yearly youth program; and
 - 3) planning and providing activities that involve youth with their families.
- g. The Nurturing Board shall develop, implement, and maintain programs, activities, and services that enhance and enrich the physical, mental, and spiritual health of all of this congregation's members and surrounding community members by providing education, health service, support groups, and other health-related activities.
- h. The Nurturing Board shall be responsible for the development and operation of programs to encourage good stewardship attitudes based on scriptural principles by:
 - 1) encouraging total lifestyle stewardship in the areas of:
 - i. sharing our time and skills,

- ii. responding to God's grace with our financial gifts and
- iii. protecting the environment;
- 2) developing, implementing, and maintaining a program to assist members in discovering their God-given gifts and
- 3) encouraging stewardship programs of all kinds with all the organizations associated with this congregation.

- C13.11.02.** The Operating Board shall take care of the business of **this congregation**, and shall:
- a. establish a Finance Committee to assist the financial secretary in developing, implementing and maintaining systems;
 - b. oversee the work of the financial secretary and ensure that the duties are carried out;
 - c. develop and implement programs for the acquisition, licensing, care, operation, maintenance, and upgrade of office electronic equipment and software;
 - d. ensure access to training on office equipment and software;
 - e. develop and implement programs for the care, operation, and maintenance of all equipment, furnishings, buildings, and grounds which are the property of this congregation and be responsible to:
 - 1) implement programs for safety, energy control, and long-range planning;
 - 2) develop and recruit volunteers from this congregation to assist in special cleanup, painting, repair, and other similar projects and
 - 3) annually review and update the insurance policies on Salem in conjunction with the Audit Committee; and
 - f. ensure the strong financial stability of this congregation, its work and its mission, and be responsible to:
 - 1) conduct an intensive annual stewardship campaign to challenge all confirmed members to make a financial commitment to this congregation,
 - 2) Regularly evaluate the pledge process and subsequent offerings of this congregation in cooperation with the Finance Committee and share these evaluations with the members of this congregation and the **Congregation Council** and
 - 3) establish methods of collecting offerings from the congregation.

- C13.11.03.** The Sharing Board shall share the love of Christ within this congregation and with our neighbors near and far, and shall:
- a. develop and implement programs to carry the message of Christ and His church to the community;
 - b. develop and implement programs that promote Christian fellowship;
 - c. develop and implement programs that invite and incorporate new members into the active life of this congregation, including the responsibilities to:
 - 1) organize and coordinate contacts with visitors and
 - 2) coordinate the new members' classes in accordance with the provisions C8.03.01.;
 - d. create and assign the process for the maintenance of an accurate membership list;
 - e. develop and implement strategies for reaching out to inactive members;

- f. develop and implement informational, advocacy, and action programs that attend to the physical, social justice, and humanitarian needs of people of this congregation and our world and
- g. advertise and publicize, to this congregation and the community, events, programs and activities of this congregation.

- C13.12.** Chairs of the boards are nominated by the **Congregation** Council and elected by this congregation.
- C13.13.** Boards shall consist of a minimum of five members.
- C13.14.** Board members shall be selected and appointed by the board chair.
- C13.15.** Duties and responsibilities of the boards shall be found in the bylaws.
- C13.16.** **The pastor and the president of this congregation shall be ex officio members of all boards of this congregation.**

Chapter 14.

ORGANIZATIONS WITHIN THIS CONGREGATION

- C14.01.** All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. **This congregation at its meetings shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.**
- C14.02.** Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the **Congregation** Council (and specified in a continuing resolution or the bylaws).

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 this congregation, or willful and repeated harassment or defamation** of member(s) of this 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 this 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 *C16.01. 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 this congregation; or
- d. termination of membership in this 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 this 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 between or among factions within this congregation on a substantive issue which cannot be resolved by the parties, members of this congregation may petition the synod bishop for consultation after informing the president of this congregation of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in †S14.18.d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the entire matter shall be referred to the Synod Council for adjudication by whatever process the Council deems necessary. The Synod Council's decision shall be final.

Chapter 16.

AMENDMENTS

- C16.01.** *Unless provision *C17.04. 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 15 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 this 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 *C17.01., shall:
- be approved at any legally called meeting of this congregation by a majority vote of those voting members present and voting;
 - be ratified without change at the next regular meeting of this congregation held pursuant to C10.01 by a two-thirds vote of those voting members present and voting; and
 - 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 *C17.01. and *C17.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify this 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 this congregation without presentation at a prior meeting of this congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to this 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 this congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of this 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 this 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. *Adopted or amended bylaws shall be sent by the secretary of this congregation to the synod.

Chapter 18.

CONTINUING RESOLUTIONS

C18.01. *This 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 this congregation or a two-thirds vote of all voting members of the Congregation Council.

C18.03. *Adopted or amended continuing resolutions shall be sent by the secretary of this congregation to the synod.

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.

Salem Evangelical Lutheran Church Endowment Fund

Purpose

Salem Evangelical Lutheran Church of West St. Paul (“Salem”) established its Endowment Fund (the “Fund”) at its meeting on January 24, 2006, and revised the Fund’s provisions at its meeting on August 7, 2011. The purpose of the Fund is to promote responsible Christian stewardship of people’s accumulated assets and to enhance the outreach ministry of Salem by providing an orderly method for receiving and administering gifts given to Salem through gifts, wills, and other forms of estate planning.

Areas of Support

The four (4) primary areas to be supported by the Fund expenditures are:

1. Financial support and aid to persons in time of special need.
2. Financial support and aid for programs and physical facility needs of Salem, including but not limited to those programs and needs in the annual operating budget.
3. Financial support and aid for local and community organizations, institutions, agencies, groups, and individuals in the areas of spiritual, educational, and humanitarian needs.
4. Financial support and aid for the national and global mission needs of Salem, the Saint Paul Area Synod and Evangelical Lutheran Church of America (the “ELCA”).

Source of Endowment Fund Assets

Capitalization of the Fund shall be obtained through gifts to the Fund by congregational members and friends. Gifts will be received through bequests, wills, charitable remainder trusts and other trusts, charitable gift annuities, assignment and proceeds of life insurance policies and transfers of real and personal property. Unless anonymity is requested, names of all donors, but not the amount of the gift, shall be honored and perpetuated by recording in an appropriate register.

Additionally, all non-designated gifts and bequests to Salem with a value of more than five thousand dollars (\$5,000.00) shall be added to and become part of the Fund.

The custodianship of the Fund shall be vested under the authority of the Endowment Fund Committee (the “Committee”).

Designated Donor Funds

Donors may establish a separately named fund for a minimum gift of \$25,000. In the case of every named fund the donor and Salem shall establish a signed gift agreement that includes a clear description of the donor’s intent, Salem’s investment and distribution commitment and an understanding regarding any unforeseen need to redirect distributions or dissolve the fund.

Earmarked Gifts Outside Priorities

Gifts offered for purposes outside of the stated mission priorities must be reviewed by the Committee in consultation with the Congregational Council’s Executive Committee and may be accepted or declined at the Congregational Council’s discretion.

Fund Investment

Accounts shall be maintained to receive gifts from all sources. The Fund shall be invested with a long-term growth objective in keeping with current best practices for endowment investing as recommended by the ELCA Foundation, and to the extent possible, realizing growth that allows both the distributions from the Fund and the market value of the Fund to keep pace with the rate of inflation and preserve future purchasing power. The Fund shall also be invested in a socially responsible manner in keeping with the ELCA’s policies on social purpose investing and as recommended by the ELCA Foundation. Investment

of the Fund shall also be governed by all applicable and prevailing state and federal laws (e.g. UPMIFA.) The Committee shall invest the Fund and any of its sub-funds with the ELCA Foundation, and charge the ELCA Foundation to administer the Fund(s) according to the defined objectives. Salem shall retain full ownership of the Fund. Additions to the Fund shall continue to accumulate in a designated account and then shall be transferred to the Fund upon reaching a total of \$2,000. The Fund will be capped at \$500,000 but this amount may be reviewed periodically and updated as circumstances change. The Committee is authorized, in its absolute discretion, to determine whether to:

- a. retain property received by the Fund in its original form or sell it with the proceeds from the sale to be invested in other forms of property;
- b. continue to hold any property and to operate at the risk of the Fund any business received or acquired under the Fund by the Committee as long as the Committee shall deem advisable;
- c. manage, control, grant options on, sell (for cash or deferred payments), convey, exchange, partition, divide, improve, and repair Fund property;
- d. lease Fund property for terms within or beyond the term of the Fund and for any purpose, including exploration for and removal of gas, oil and other minerals; and to enter into community oil leases, pooling and unitization agreements;
- e. carry, at the expense of the Fund, insurance of such kinds and in such amounts, as the Committee deems advisable to protect the Fund and the Committee against hazards;
- f. commence or defend such litigation with respect to the Fund or any property of the Fund as the Committee may deem advisable, at the expense of the Fund;
- g. invest and reinvest the Fund estate, taking into account that, while funds or property bequeathed or donated to the Fund may be sold, held, managed, or operated in the form received, the Endowment Fund's investment objective is to seek to preserve initial principal, provide long-term appreciation of capital and provide current income for distribution to further the mission and purposes in the Endowment Fund;
- h. accept any bequest or donation to the Fund or refuse any bequest or donation to the Fund that is not in accord with the mission of Salem and/or social principle guidelines.
- i. with respect to securities held in the Fund, exercise all or any rights, powers, and privileges of an owner, including, but not by way of limitation, the power to vote, give proxies, and pay assessments; to participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, mergers, liquidations, sales and leases, and incident to such participation to deposit securities with and transfer title to any protective or other Committee on such terms as the Committee members may deem advisable; and to exercise or sell stock subscription or conversion rights; and
- j. in any case in which the Committee is required pursuant to the provisions of the Fund to divide any Fund property into parts or shares for the purpose of distribution, or otherwise, make the division and distribution in kind, including undivided interests in any property, or partly in kind and partly in money, and for this purpose the Committee shall make such sales of the Fund property as the Committee may deem necessary on such terms and conditions as the Committee shall see fit.

Plan of Operation

Endowment Fund Committee

The Committee shall consist of five members, all of whom shall be voting members of Salem. Except as herein limited, the term of each member shall be three years. Upon adoption of this document by the congregation, it elected five members to the Committee: two for a term of three years; two for a term of

two years; and one for a term of one year. Thereafter, at each Annual Meeting, the congregation has elected and shall elect from the nominees of the Congregation Council the necessary number for the term of three years. No member shall serve more than two consecutive three-year terms. After a lapse of one year, former Committee members may be re-elected. The senior pastor and the president of the Congregation Council shall be advisory members of the Committee without vote.

The Nominating Committee, with assistance from the pastor of the congregation, shall nominate members of the Endowment Fund Committee. The members shall be elected at the annual congregational meeting in the same manner as other officers and boards. If a member has two or more unexcused absences from scheduled Committee meetings, the Congregation Council shall within sixty (60) days appoint a member to fill the vacancy until the next congregational meeting at which time the congregation shall elect a member to fill the term of the vacancy.

The Committee shall meet at least quarterly, or more frequently as deemed by it in the best interest of the Fund. Any three (3) members may call a special meeting of the Committee. A majority present and voting shall carry any motion.

A quorum shall consist of three (3) members. When only three (3) are present, a unanimous vote shall be required to carry any motion or resolution.

The Committee shall elect from its membership, a chairperson, a recording secretary, and a financial secretary. The chairperson, or a member designated by the chairperson, shall preside at all Committee meetings.

The recording secretary of the Committee shall maintain complete and accurate minutes of all meetings and supply a copy thereof, to each member of the Committee. Each member shall keep a complete copy of the minutes to be delivered to his or her successor. The recording secretary shall also supply a copy of the minutes to the Congregation Council and the church office in the Committee's Meeting Minutes book to be made available to members of the congregation.

The financial secretary of the Committee will work with Salem's Financial Secretary in maintaining and coordinating complete and accurate accounts, shall authorize all fund transfers, and co-execute all transactions and/or other necessary documents on behalf of the congregation in the furtherance of the Fund. All authorizations for the disbursement of funds shall be signed by an officer of the Committee and an officer of Salem. The books shall be audited annually by the congregation's Audit Committee. At the discretion of the Committee, the books can be audited by a certified public accountant and must be so audited every three years. Audit expenses will be paid from the Fund.

The Committee shall report on a quarterly basis to the Congregation Council. At each Annual Meeting of the congregation, the Committee shall provide a full and complete audited account of the administration of the Fund during the preceding year.

The Committee may request other members of Salem to serve as advisory members of subcommittees, and with Congregation Council approval at the expense of the Fund income, may provide for such professional counseling on investments and on legal or financial matters as it deems to be in the best interest of the Fund.

Indemnification of Committee/Prohibition on Self-Dealing

Members of the Committee shall not be liable for losses which may be incurred upon the investments of the assets of the Fund except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith with ordinary prudence. Each member shall be liable only for his or her own willful misconduct or omissions, and shall not be liable for the acts/omissions of any other member. No member shall engage in "self-dealing" or

transactions with the Fund in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his or her personal interests would conflict with the interest of the Fund.

Communication with Congregation

The Committee will be responsible for informing and educating the congregation on the purpose and benefits of the Fund. This will be done through occasional meetings/seminars and printed educational materials that will address estate planning issues and vehicles for distribution of gifts, and so forth. The Committee will be responsible for determining the frequency of and medium for this information.

Plan for Distribution

Distributions from the Fund shall be governed by all applicable and prevailing state and federal laws (e.g. UPMIFA.). Distributions from the Fund shall be calculated at 4.25% of the Fund's 5- year rolling average. The distribution rate shall be reviewed and revised from time to time, based on current best practices for endowment management.

1. A minimum of 20 percent of the annual distribution shall be allocated and expended for the mission of Salem, the ELCA and the Saint Paul Area Synod at home and overseas. Any income from this fund used towards the General Fund of Salem shall not exceed 10% of General Fund expenses.
2. A minimum of 20 percent of the annual distribution shall be allocated and expended for outreach into the community including, but not limited to: Salem's Pastor's Emergency Fund; educational, social service and health care agencies; agencies specializing in the care of the needs of the poor and disadvantaged infants, children and the elderly, including hospice; and to institutions and agencies to which this congregation relates.
3. A minimum of 20 percent of the annual distribution shall be allocated and expended for major property needs, debt reduction, or building programs of Salem for items not ordinarily included in the annual operating budget.
4. The remaining 40 percent of the annual distribution shall be distributed by allocation to any one or among all of the above designated areas in any proportion as determined by the Committee, upon the approval of the Congregation Council, for the purposes of enhancing the benevolent mission of Salem.

Congregational members and staff shall recommend to the Committee causes and programs for consideration and support. Programs for support shall be recommended by the Committee and approved by the Congregation Council for funding according to the guidelines established by the congregation. If the recommendations of the Committee are rejected by the Congregation Council, the recommendations will be returned to the Committee for new action. Upon acceptance by the Council, the plan for distribution will be voted for acceptance by the congregation at the annual or special-called meeting.

Disbursement of distribution from the Fund need not occur annually in the event causes and programs have not been approved by the Committee sufficient to utilize the total income available, or if in the judgment of the Committee total annual disbursement of the income is not recommended.

Distribution of Principal Due to Dire Circumstances

When, in the opinion of the Committee, circumstances are so dire and of such an emergency nature that the future of the congregation is at stake, and the only recourse seems to be use of the Fund income or principal, the Committee may, upon majority vote of its members, recommend authorizing action to the Congregation Council to call a meeting of the congregation to distribute all or a portion of the income or

principal. The congregation, upon three-fourths vote at an officially and specially-called congregational meeting, may distribute all or a portion of the income or principal.

Amending this Document

Any amendment to this document which will change, alter, or amend the purposes for which this Fund is established shall be adopted by the three-fourths vote of the members present at an Annual Meeting of the congregation or at a special meeting properly noticed and specifically called for the purpose of amending the Fund. Any proposed amendment to the provisions of the Fund must be in writing and distributed to the voting members of the congregation for a period of thirty (30) days prior to the meeting at which the voting is to take place.

Evaluation of Fund Objectives

The Committee shall evaluate the purpose and objectives of the Fund five (5) years from the date of its creation and every five (5) years thereafter. The results of the five-year evaluation shall be reported to the Congregation Council. If the designated benevolent missions are in need of change, such recommendation shall be proposed by the Congregation Council to the congregation.

Disposition of Transfer of Fund

In the event Salem ceases to exist either through merger or dissolution, disposition or transfer of the Fund shall be based on the recommendation of the Committee through advisement with the Congregation Council and in conformity with the approved congregational constitution and in consultation with the bishop of the synod to which this congregation belongs at such time. Consultation with the ELCA may be desirable for continuation of the Endowment Fund obligations.