

# Constitution and Bylaws

Effective Date:

Incarnation Lutheran Church  
4880 Hodgson Road  
North Oaks, Minnesota

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## Explanations related to document

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

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

When revising a constitution for “required provisions, such amendments may be approved by a simple majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to the congregation of such amendment(s), together with the council’s recommendations, at least 30 days prior to the meeting. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

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

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

- c. Continuing resolutions are intended to provide descriptions of operational patterns and practices or of the ongoing responsibilities of committees or other units within the organizational structure of the congregation. They follow the relevant constitutional provision or bylaw to which they refer. Continuing resolutions also are codified with three sets of numbers, except that the third set is preceded by a capital letter. Thus, a continuing resolution describing congregational committees in Chapter 13 might be numbered "C13.07A13." The initial numbers "C13.07" indicate that the continuing resolution relates to the designated constitutional provision, which in this case provides that the duties of congregational committees may be specified in bylaws or continuing resolutions. The final letter and numbers "A13" designate that this is the first continuing resolution "A" and the year that it was adopted, in this example 2013. Continuing resolutions are adopted and amended in accordance with Chapter 18. Unlike constitutional provisions and bylaws which are adopted by the congregation at a legally called and conducted meeting, continuing resolutions may be adopted either by a congregational meeting or by the Congregation Council.

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

**Review by synod:** Each congregation of this church is to provide a copy of its governing documents, and any amendments thereto, to its synod. In accordance with ELCA bylaw 9.53.03., amendments to a congregation constitution become effective only when approved by the synod. No governing document amendment will be approved by a synod if it conflicts with the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America. In order to meet constitutional requirements and to avoid potential problems, all proposed amendments to a congregation's constitutional provisions, bylaws, and continuing resolutions should be submitted to the synod for review.

# CONSTITUTION OF INCARNATION LUTHERAN CHURCH

## 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 Incarnation Lutheran Church.
- C1.02. For the purpose of this constitution and the accompanying bylaws, the Incarnation Lutheran Church congregation is hereinafter designated as "this congregation."
- C1.03. 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 Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

### Chapter 3. NATURE OF THE CHURCH

- \*C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- \*C3.02. This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.
- \*C3.03. The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.
- \*C3.04. This church, inspired and led by the Holy Spirit, participates in The Lutheran World Federation as a global communion of churches, engaging in faithful witness to the gospel of Jesus Christ and in service for the sake of God's mission in the world.
- \*C3.05. The name Evangelical Lutheran Church in America (ELCA or "this church") as used herein refers in general references to this whole church, including its three expressions: congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

### Chapter 4. STATEMENT OF PURPOSE

- \*C4.01. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- \*C4.02. To participate in God's mission, this congregation as a part of the Church shall:

- a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
- b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
- c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
- d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, and standing with the poor and powerless, and committing itself to their needs.
- e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
- f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

\*C4.03. To fulfill these purposes, this congregation shall:

- a. Provide services of worship at which the Word of God is preached and the sacraments are administered.
- b. Provide pastoral care and assist all members to participate in this ministry.
- c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
- d. Teach the Word of God.
- e. Witness to the reconciling Word of God in Christ, reaching out to all people.
- f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
- g. Motivate its members to provide financial support for ~~the~~ this congregation's ministry and the ministry of ~~other parts~~ 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, ~~from time to time~~, 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 ~~the this~~ congregation. ~~The 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 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
  - f. Approve the annual budget;
  - g. Acquire real and personal property by gift, devise, purchase, or other lawful means;
  - h. Hold title to and use its property for any and all activities consistent with its purpose;
  - i. Sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
  - j. Elect its Congregation Council and require the members of the council to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions; and
  - k. Terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- \*C5.04. This congregation shall ~~choose 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 ~~the~~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 ~~the~~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 ~~may be~~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 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.
- de. This congregation follows the procedures outlined in \*C6.05.

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

- a. A resolution indicating the intent to terminate its relationship must be adopted at a two legally called and conducted special meetings of the this congregation by a two-thirds vote of the voting members present at each meeting. ~~Such~~ 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 the 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 the this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the first meeting.
- b. The Within 10 days after the resolution has been voted upon at the first meeting, the secretary of the 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 mail a copy send copies of the resolution and certification to voting members of the this congregation. ~~This notice shall be submitted within 10 days after the resolution has been adopted.~~
- c. ~~The~~ 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 the this congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the synod of the notice-bishop of the attestation and certification as specified in paragraph b. above.
- d. If the this congregation, after such consultation, still seeks to terminate its relationship 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 mailed 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 the this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the second meeting.
- e. ~~A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraph g. below.~~
- 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 ~~the this~~ congregation has voted ~~by a two-thirds vote~~ to affiliate with another Lutheran denomination, ~~the this~~ congregation ~~will be conclusively presumed to be~~ shall be deemed an independent or non-Lutheran church, ~~in which case \*C7.04. shall apply.~~
- f. ~~Notice of termination shall be forwarded by the bishop to the secretary of the ELCA, who shall report the termination to the Churchwide Assembly.~~
- g. This congregation shall abide by these covenants by and among the three expressions of this church:
  - 1). Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in \*C6.05. shall be required to receive synodical Council approval before terminating their membership in this church.
  - 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to receive synodical approval before terminating their membership in this church.
  - 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.
- h. If this congregation fails to achieve the required two-thirds vote of voting members present at ~~the this~~ congregation's first meeting as specified in paragraph a. above, ~~another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If this congregation or~~ fails to achieve the required two-thirds vote of voting members present at ~~the 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 ~~that second 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 effected 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 two-thirds of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in \*C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Saint Paul Area Synod.
- \*C7.04. If two-thirds of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in \*C6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation the established synodical 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.

[The following provision becomes required.]

- \*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:

## Chapter 8. MEMBERSHIP

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

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 ELCA 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 the ELCA 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 approved by the Congregation Council.

\*C8.04. It shall be the privilege and duty of members of this congregation to:

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

\*C8.05. Membership in this congregation shall be terminated by any of the following:

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action in accordance with ELCA constitutional provision 20.41. and the accompanying

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

- 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. Removal from the Incarnation Lutheran Church membership roll due to inactivity may occur when a member fails to receive Holy Communion or make a contribution of record to the congregation during the current or preceding calendar year.

## Chapter 9. ROSTERED MINISTER

- \*C9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.
  - C9.01.01 Balloting shall be limited at any one meeting to a single nomination presented by the Congregational Council.
  - C9.01.02 Unless otherwise agreed, the call shall normally become invalid unless a definite answer is received within thirty days after its receipt.
  - C9.01.03. As soon as practical after beginning work in this congregation a pastor shall be installed in the office by the Synod Bishop or the Bishop's appointee.
- \*C9.02. Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for ~~the this~~ congregation by the **synodical** bishop may be called as a pastor of this congregation.
- \*C9.03 Consistent with the faith and practice of the Evangelical Lutheran Church in America,
  - a. Every minister of Word and Sacrament shall:
    - 1) preach the word;
    - 2) administer the sacraments;
    - 3) conduct public worship;
    - 4) provide pastoral care;
    - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
    - 6) impart knowledge of this church and its wider ministry through **distribution of its communications and publications 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 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; ~~and~~
- 5) endeavor to increase the support given by the congregation to the work of the ELCA churchwide organization and of the Saint Paul Area Synod ~~of the ELCA;~~ ~~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 ~~synodical~~ bishop, for the following reasons:
  - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
  - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
  - 3) inability to conduct the pastoral office effectively in ~~the-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 ~~the-this~~ congregation;
  - 8) dissolution of ~~the-this~~ congregation or the termination of a parish arrangement; or
  - 9) suspension of ~~the-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 ~~the-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 ~~as disabled 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 ~~the-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 ~~the 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 ~~the 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, ~~the 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 ~~the 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 ~~related to the Evangelical Lutheran Church in America.~~
- \*C9.09. When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- \*C9.11. With the approval of the bishop of the synod, ~~the 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 ~~the 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 ~~the 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 ~~the~~ 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 ~~field of labor or the granting by the synod of retired status to the pastor~~ call or approval of a request for change in roster status.
- \*C9.21. Authority to call a ~~minister of Word and Service~~ 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 the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.
- \*C9.22. Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synodical bishop may be called as a deacon of this congregation.
- \*C9.23. Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
- a. Be rooted in the Word of God, for proclamation and service;
  - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
  - c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
  - d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
  - e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
  - f. Practice stewardship that respects God's gift of time, talents, and resources;
  - g. Be grounded in a gathered community for ongoing diaconal formation;
  - h. Share knowledge of ~~the ELCA~~ 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 a congregation shall be as follows:
- a. The call of a congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by **the deacon's** death or, following consultation with the **synodical** bishop, for the following reasons:
    - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
    - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
    - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
    - 4) physical disability or mental incapacity of the deacon;
    - 5) suspension of the deacon through discipline for more than three months;
    - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
    - 7) termination of the relationship between this church and this congregation;
    - 8) dissolution of this congregation or the termination of a parish arrangement; or
    - 9) suspension of this congregation through discipline for more than six months.
  - b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
    - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
    - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
  - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service **as disabled 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. ~~The deacon shall make satisfactory settlement of all financial obligations to a former congregation before:~~

~~a. installation in another field of labor, or~~

~~b. the issuance of a certificate of dismissal or transfer.~~

This congregation shall make satisfactory settlement of all financial obligations to a former deacon 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.

\*C9.27. 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. MEETINGS OF THE CONGREGATION

C10.01. ~~The [annual][semi-annual][quarterly] meeting of this congregation shall be held at a time specified in the bylaws.~~

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. There shall be at least two meetings of the congregation each year. One meeting shall be held in January or February, and shall include any legitimate business of the congregation. A second meeting of the congregation shall be held in October, November or December for the purpose of electing members of the Congregation Council and for any other legitimate business of the congregation.

C10.02. A special Congregation Meeting may be called by the Congregation Council, or the president of this congregation, and shall be called by the president of ~~the~~ this congregation upon the written request of 10% of the voting members. The president of the Congregation Council shall call a special meeting upon the request of the ~~synodical~~ bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.

C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all voting members at least ten (10) days in advance of the date of the meeting. For notice by mail, the posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members shall be sufficient.

C10.04. Five percent (5%) of the voting members shall constitute a quorum.

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

C10.06. All actions by ~~the~~ this congregation shall be by majority vote except as otherwise provided in this constitution or by state law.

C10.07. *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

C10.08. 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 elected officers of this congregation shall be a president, vice-president (who is to serve as president-elect), secretary, and treasurer.

a. Duties of the officers shall be specified in the bylaws.

b. The officers shall be voting members of ~~the~~ this congregation.

c. Officers of this congregation shall serve similar offices on the Congregation Council and the elected officers shall be voting members of the Congregation Council.

C11.01.01. Officers - President and Vice President: The president shall preside at meetings of the congregation and the Congregation Council. In the event of the president's inability to serve, the vice-president shall preside. The president and vice-president shall be entitled to attend any committee, ministry team, or action group meeting with the privilege of voice without vote.

C11.01.02. Officers - Executing Documents: The president and secretary have the authority to sign and execute instruments for the congregation. Others may be granted that authority generally or for limited purposes, from time to time, by action of the Congregation Council.

C11.01.03. Officers – Secretary: The secretary shall record minutes or edit minutes recorded by a person appointed by the Congregation Council, and shall preserve minutes of all meetings of the congregation and the Congregation Council in a volume provided by the congregation, which shall be preserved permanently in its archives.

C11.01.04. Officers – Treasurer: The treasurer shall make written report of all financial transactions to the Congregation Council monthly and to the congregation, together with a satisfactory audit, at least annually at a meeting of the congregation.

C11.02 The Congregation Council at its first meeting after new council members have been installed, shall elect from its members its president, vice-president (who is to serve as president-elect), secretary, and treasurer, and they shall be officers of ~~the~~ this congregation. These officers shall serve for one year, or until their successors are elected. Their terms shall begin at the meeting of their election.

C11.03. No officer shall hold more than one office at a time.

## Chapter 12. CONGREGATION COUNCIL

C12.01. The Congregation Council shall consist of ten (10) members, one of which shall be the senior pastor. Any voting member of ~~the~~ this congregation may be elected to the Congregation Council, subject only to the limitation on the length of continuous service permitted on the council.

C12.02. The members of the Congregation Council, except the senior pastor, after election at a meeting of ~~the~~ this congregation, may serve for up to two consecutive terms of three years each. Those newly elected, while not yet voting members of the council, shall attend meetings of the council until they are installed.

C12.02.01. Members of the Congregation Council shall be installed at the first council meeting in January of the year following their election.

C12.03. A member's place on the Congregation Council shall be declared vacant if the member:

- a. ceases to be a voting member of this congregation;
- b. is absent from four successive regular meetings of the council without cause; or
- c. misses more than half of the regularly scheduled meetings in a twelve (12) month period.

Should a member's place on the Congregation Council be declared vacant, the council shall elect, by majority vote, a successor until the next election by ~~the this~~ congregation. Council members filling a vacant place are eligible for election to one consecutive full term.

- C12.04. The Congregation Council's primary purpose is to provide inspired Christian leadership for the life, ministry, and mission of this congregation. In that role it is, through prayer, study, and dialogue, to seek God's guidance and to lead this congregation to carry out Christ's work and mission in faithfulness to the Word of God and the faith and practice of the Evangelical Lutheran Church in America. In particular, the council:
- a. shall develop a vision of the future, and regularly determine long range plans and goals designed to fulfill that vision.
  - b. shall establish annual, specific goals which it will recommend to ~~the this~~ congregation for adoption and action, and for use to provide direction to the various ministry teams.
  - c. will regularly evaluate the ministry and life of ~~the this~~ congregation in light of its mission and goals, and make recommendations based upon that evaluation.
  - d. will regularly review the governance structure of ~~the this~~ congregation, providing for organizational changes which will improve that structure so that the mission of ~~the this~~ congregation is accomplished most faithfully, efficiently, and effectively.
  - e. may establish such ministry teams, committees, action groups and task forces as it deems necessary to accomplish the goals and plans of ~~the this~~ congregation.
  - f. will determine policies necessary to guide the life, mission and operation of ~~the this~~ congregation.
  - g. will work supportively with staff and members to promote a climate of mutual trust, commitment, and involvement in the work of Christ through ~~the this~~ congregation.
  - h. will annually appoint a Nominating Committee to nominate candidates for the Congregation Council, the Endowment Fund Committee, and representatives to the synod assemblies.
  - i. will approve appointments to ministry teams.
  - j. will meet periodically with the chairpersons and staff members related to the ministry teams for the purposes of mutual communication, evaluation, recommendation, and support. The council will provide guidance to the ministry teams by regularly reporting to them overall goals and plans for the mission of ~~the this~~ congregation, and eliciting their feedback and support. It will entrust to the teams responsibility for strategies and actions to fulfill those goals. It will assist the teams to evaluate results.
  - k. will seek to involve all members of this congregation in worship, learning, witness, service, and support.
  - l. will emphasize ~~partnership with 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 synod and the Evangelical Lutheran Church in America.

- m. will seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- C12.05. The Congregation Council shall be the board of trustees of this congregation, and as such, shall be responsible for the oversight of the maintenance, insurance, and protection of its property, and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations which pertain to such boards under the laws of the State of Minnesota, except as otherwise provided herein. Specifically, the Congregation Council:
- a. Has the authority to buy, sell, or encumber real property only if specifically authorized to do so by a meeting of ~~the~~ this congregation;
  - b. Shall finalize and recommend to ~~the~~ this congregation for adoption an annual budget, regularly review that budget and progress toward its fulfillment, and report as needed to ~~the~~ this congregation;
  - c. Shall incur obligations of no more than 10% in excess of the anticipated receipts unless authorized to do so by a meeting of ~~the~~ this congregation.
- C12.06. The Congregation Council shall see that the provisions of this constitution, its bylaws, and continuing resolutions are carried out.
- C12.07. The Congregation Council shall provide for an annual review of the membership roster.
- C12.08. While daily personnel management rests with the senior pastor and other staff persons who have supervisory responsibility, the Congregation Council shall be responsible for personnel matters such as developing a long range plan for the adequate staffing of the ministry of ~~the~~ this congregation, approving the hiring or dismissal of staff, finalizing staff remuneration levels, assisting the senior pastor in staff supervision as needed, annually evaluating the senior pastor, and providing a complete and up-to-date personnel policy. The council shall assign these responsibilities to the Executive Committee. The Executive Committee may appoint one or more people to assist in human resources matters.
- C12.09. The Congregation Council shall submit a comprehensive report to this congregation annually at a meeting of ~~the~~ this congregation.
- C12.11. The Congregation Council shall normally meet once a month. Special meetings may be called by the senior pastor or the president, and shall be called at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.
- C12.12. A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the senior pastor or interim senior pastor, except when the senior pastor or interim senior 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 senior pastor or interim senior 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 ~~synodical~~ synodical 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.

C12.14. The Congregation Council shall appoint voting members of ~~the~~ this congregation as representatives in the permitted numbers to the assemblies and meetings of the synod and conferences to which this congregation belongs. The expenses incurred by such representatives in connection with their attendance shall be paid by ~~the~~ this congregation.

C12.14.01. The representatives for synod assemblies shall consist of the outgoing president, the current president, the current vice-president, and additional members-at-large up to the number permitted by the synod. At-large members are to be nominated by the current year's Nominating Committee for appointment for a term of three years. This lay delegation, to the extent possible, shall consist of an equal number of men and women.

### Chapter 13. CONGREGATION COMMITTEES, MINISTRY TEAMS AND ACTION GROUPS

C13.01. The president, vice-president, secretary, and treasurer of this congregation, the senior pastor, and others as deemed necessary shall constitute the Executive Committee. The Executive Committee may be expanded by a simple majority vote of the Congregation Council. In addition to those duties set forth in section C12.08., the Executive Committee shall meet as necessary to plan agendas, deal with decisions requiring immediate action, and carry out special assignments given to it by the council. Actions of the Executive Committee are subject to review by the council.

C13.02. The Congregation Council shall annually appoint a Nominating Committee as set forth in C12.04.h of this constitution. This committee shall be made up of one member from each ministry team, the three second-year members of the council, the council vice-president, and the senior pastor. The Nominating Committee will be chaired by the vice-president.

C13.03. When a ~~pastoral~~ vacancy occurs in a position for which this congregation calls a rostered minister, a Call Committee of five (5) to nine (9) voting members shall be elected by the Congregation Council. Term of office will terminate at installation of the newly-called ~~pastor~~ rostered minister or upon action of the Congregation Council.

C13.04 The creation of any committees, ministry teams, action groups and other groups of this congregation shall be governed by Chapter 12 of this constitution and by its bylaws.

#### C13.04.01. MINISTRY TEAMS

The Council shall create or reorganize as few or as many ministry teams as are necessary to accomplish the functions of the congregation. Each ministry team shall be assigned at least one principle function of the congregation. The description of each ministry team and any changes to that description shall be approved by the Congregation Council. The description of each ministry team shall be available upon request.

- a. The general purposes of the teams are to:
  - 1) assess needs, interests, and opportunities in its area;
  - 2) develop goals and strategies for its area in concert and consistent with the overall vision and goals of the congregation;
  - 3) decide, review, and recommend the establishment of policies, programs, and courses of action relative to their scope of responsibility;

- 4) recruit, guide, and support action groups necessary to accomplish the goals and courses of action; and
  - 5) recommend an annual budget for its area and monitor expenditures regularly.
- b. Ministry teams will be advisory and supportive to the staff in the operation of their particular area of ministry as necessary.
  - c. Ministry teams shall consist of up to eight (8) members, with one member as a program staff representative. Team members are appointed by the Congregation Council for terms of up to three years. A member may serve two such terms consecutively. In those cases where there are more than one program staff working in an area, it will be determined among the program staff who will be represented at the meetings based on the agenda and leadership needs of the team at that time. Teams will meet as often as is needed to accomplish their objectives.
  - d. The chairperson of each team shall prepare the agenda in conjunction with the assigned staff member, call meetings, preside at meetings, assist in the identification of future leadership for the team and action groups, and provide leadership for the team.

#### C13.04.02. ACTION GROUPS

Action groups shall be small groups which shall be assigned to carry out specific, narrowly defined ministry / mission objectives and programs. Action groups may be short-term, long-term, or of an ongoing nature as standing groups.

- a. Ministry teams shall set up and recruit leadership for as many action groups as are necessary to accomplish the team's goals. Action groups are responsible to their respective ministry teams. Ministry teams are to provide their action groups with support, guidance, a set of goals, a job description, and an adequate budget. A chairperson for each action group will be identified and approved by the ministry team. Action groups shall recruit as many members as needed to fulfill their responsibilities; coordinating recruiting efforts with the appropriate ministry staff person.
- b. Action groups shall make decisions as to how best to carry out the ministry or program within their scope of responsibility. Otherwise, they will not be involved in policy, budget, or other governance decisions. They may expend funds up to the limit of their budget. Any expenditures in excess of budget must be approved by the appropriate ministry team and/or the council.
- c. Action groups shall have the support of a staff person and are, in turn, to provide support to that staff person on a mutual basis designed to accomplish the group's goals in the most effective and efficient manner. It is the intention of this design to provide maximum opportunity for the members of the congregation to exercise their Spirit-given gifts for ministry without undue staff reliance.

#### C13.04.03. PRESCHOOL COMMITTEE

This committee shall oversee the operation of the Incarnation Lutheran Church Preschool in accordance with the preschool's mission statement and the mission statement of Incarnation Lutheran Church. This committee shall report to the Congregation Council as required by the council. All preschool funds are to be handled as a retained fund by the congregation under the supervision of the

appropriate ministry team or the Congregation Council. The description of the Preschool Committee and any changes to such description shall be approved by the Congregation Council. The Preschool Committee description shall be available upon request.

#### C13.04.04. CEMETERY COMMITTEE

This committee shall oversee the operation, maintenance, protection and other related matters pertaining to the Incarnation Cemetery which is owned by Incarnation Lutheran Church. The cemetery is located at the intersection of County Road J and Sherwood Road. This committee shall report to the appropriate ministry team or the Congregation Council. All cemetery funds are to be handled as a retained fund by the congregation under the supervision of the appropriate ministry team or the Congregation Council. The description of the Cemetery Committee and any changes to such description shall be approved by the Congregation Council. The Cemetery Committee description shall be available upon request.

### Chapter 14. ORGANIZATIONS WITHIN THE 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.

### Chapter 15. DISCIPLINE OF MEMBERS AND ADJUDICATION

- \*C15.01. Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of ~~the~~ this congregation, or willful and repeated harassment or defamation of member(s) of ~~the~~ 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 ~~the 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 \*C15.01. do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two ministers of Word and Sacrament). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- \*C15.03. If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case, and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members plus the nonvoting chair comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- \*C15.04. The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- \*C15.05. By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
- a. suspension from the privileges of congregation membership for a designated period of time;
  - b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
  - c. termination of membership in ~~the this~~ congregation; or
  - d. termination of membership in ~~the 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 ~~the~~ 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 among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.~~

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 \*C16.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least 10% of the voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify ~~the~~ 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 \*C16.01., shall:

- a. be approved at ~~a any~~ legally Congregation Meeting according to this constitution meeting of this congregation by a majority vote of those voting members present and voting;
- b. be ratified without change at the next ~~annual meeting~~ regular meeting of this congregation held pursuant to C10.01. by a two-thirds vote of those voting members present and voting; and
- c. have the effective date included in the resolution and noted in the constitution.

\*C16.03. Any amendments to this constitution that result from the processes provided in \*C16.01. and \*C16.02.

shall be sent by the secretary of this congregation to the synod. The synod shall notify ~~the 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 ~~the this~~ congregation without presentation at a prior meeting of ~~the this~~ congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to ~~the this~~ congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon request of ~~of~~ at least two (2) voting members of ~~the this~~ congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of ~~the 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 ~~the 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. ~~Approved changes to the Adopted or amended~~ bylaws shall be sent by the secretary of this congregation to the synod.

## Chapter 18. CONTINUING RESOLUTIONS

- \*C18.01. ~~The 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 ~~the 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.

Chapter 20. ENDOWMENT FUND

- C20.01. This congregation shall establish a separate fund, entitled the INCARNATION LUTHERAN ENDOWMENT FUND (hereinafter designated as the "FUND".) The purpose of the FUND is to enhance the extended outreach of this congregation, apart from the general operation of the congregation. No portion of the income generated by the FUND shall be used for the annual operating budget of the congregation.
- C20.02 The Endowment Fund Committee (hereinafter COMMITTEE) shall be responsible for the management, investment and disbursement of the Incarnation Lutheran Endowment Fund assets, and marketing for the FUND. Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, other securities, and real estate, as in the judgment and discretion they deem wise and prudent, are to be made by the COMMITTEE, with subsequent execution by the delegated member of the COMMITTEE.
- C20.03. Gifts and bequests to the FUND shall be invested as principal and income generated from the investment of principal may be expended unless the principal amount of the FUND falls below \$100,000. If that happens, income generated by the Fund shall again be reinvested as principal until the principal amount of the FUND has returned to a level of \$100,000.
  - C20.03.01. Endowment Fund Accounting Principles  
The COMMITTEE shall determine what is principal and income according to accepted accounting principles.
  - C20.03.02. Endowment Fund Income Distribution  
Income from the FUND is to be distributed annually and at such times as deemed necessary or feasible to accomplish the FUND purposes. Disbursement of all income need not occur if sufficient programs or causes have not been identified and approved by the COMMITTEE. Current income that is not disbursed must be reinvested as FUND principal or disbursed by the end of the next fiscal year.
  - C20.03.03. Endowment Fund Income Distribution Selections  
Programs or causes for FUND support shall be recommended by the COMMITTEE and approved by the Congregation Council for funding according to the guidelines established

by the congregation.

- C20.04. All assets of the FUND are to be held in the name of the Incarnation Lutheran Endowment Fund, and Incarnation Lutheran Church shall be the custodian of the FUND.
- C20.05. The COMMITTEE may recommend to the Congregation Council the hiring of a professional administrator or manager, and professional legal council if and when the COMMITTEE deems it necessary to perform the functions described in C20.02.
- C20.06. The COMMITTEE shall have the authority to accept or decline any gifts, grants, or devises which have a specifically designated use or purpose, and shall be required to decline any gifts, grants, or devises which do not fit within the needs, goals, or mission of Incarnation Lutheran Church.
- C20.07. The Nominating Committee shall nominate candidates for the Endowment Fund Committee, who shall then be approved by the congregation at a meeting of the congregation in October, November or December of each year.
- C20.08. Members of the COMMITTEE shall not be liable for any 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 or she acts in good faith and 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 or omissions of any other member. No member shall engage in any self dealing or transactions with the FUND in which the member has a 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.
- C20.09. The operating procedures of the COMMITTEE shall be set forth in the bylaws of Incarnation Lutheran Church.
- C20.09.01. Endowment Fund Committee  
The COMMITTEE shall consist of up to eight (8) members, including the senior pastor or the senior pastor's Incarnation staff designee, all of whom shall be voting members of Incarnation Lutheran Church. Except for the senior pastor or designee and as herein limited, the term of each member shall be three (3) years. No member shall serve more than two (2) consecutive three (3) year terms. After a lapse of one (1) year, former COMMITTEE members may be reelected. The administrator or manager shall be an advisory member of the COMMITTEE. Nominations to the COMMITTEE shall be reported at a meeting of the congregation in the same manner as for officers.
- C20.09.02. Endowment Fund Committee Meetings  
The COMMITTEE shall meet at least quarterly, or more frequently as it deems necessary in the best interest of the FUND.
- C20.09.03. Endowment Fund Committee Quorum  
A quorum shall consist of 2/3 of the committee members. When only 2/3 of the members are present, a unanimous vote shall be required to carry any motion or resolution.
- C20.09.04. Endowment Fund Officers  
The COMMITTEE shall elect from its membership a chairperson. The chairperson, or member designated by the chairperson, shall preside at all COMMITTEE meetings.
- C20.09.05. Endowment Fund Recording  
The COMMITTEE shall maintain complete and accurate minutes of all meetings and supply a copy thereof to each member of the COMMITTEE and to the Congregation

Council.

C20.09.07. Endowment Fund Annual Audit

The FUND's books shall be audited annually by a certified public accountant or other appropriate person who is not a member of the COMMITTEE when the FUND balance reaches \$1,000,000.

C20.09.08. Endowment Fund Reports

The COMMITTEE shall report on request to the Congregation Council, annually to the congregation at one of its meetings, and, only if requested, at a duly called special meeting of the congregation, and shall render a full and complete accounting of the administration of the FUND during the preceding year.

C20.09.09. Endowment Fund Advisory Members

The COMMITTEE may request other members of the congregation to serve as advisory members.

C20.10. If Incarnation Lutheran Church should cease to exist, either through merger or dissolution, a plan for disposition or transfer of the FUND shall be recommended by the Congregation Council and approved by the congregation, in conformity with this constitution, and in consultation with the bishop of the synod to which this congregation belongs at such time.

C20.11. The principal amount of gifts, grants and devises received by the FUND shall be held and invested under the management and direction of the COMMITTEE. Principal shall not be disbursed unless directed otherwise by the donor. However, if the congregation's circumstances are so dire and of such an emergency nature that the future of the congregation is at stake and that the only recourse appears to be the use of the FUND principal, the COMMITTEE may, upon two-thirds majority vote, recommend to the Congregation Council and to the congregation for their approval the invasion of the FUND principal for whatever purpose the congregation deems necessary.