

Constitution
Trinity Lutheran Church (ELCA)
Spring Grove, Minnesota
Updated and approved January 31, 2021

Constitution elements are listed as **C#.#.** (e.g. **C2.05.**)

Bylaws have additional numbers and are listed within a Constitution element and begin with a **B.** (e.g. **B5.05.01.**)

Continuing Resolutions are listed within a Constitution element and begin with an **R** and end with the year adopted. (e.g. **R4.05.A15.**)

Sent to Synod – March 2021

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Mission Statement: As a Christian community we spread the Good News, grow in faith, discover and use our gifts to serve God and care for all people.

***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 Trinity Lutheran Church of Spring Grove, Minnesota.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Trinity Lutheran Church of Spring Grove, Minnesota 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.

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.

R4.05.A15. Together in Mission

A. Statement of Identity

As people created by God, we live in gratitude for God's many gifts, and rejoice that:

- God forms us into a community in which we worship, pray, hear God's Word, share in the sacraments, confess our sin, receive forgiveness, and live in the unfounded grace of God.
- God calls us to be disciples of Jesus Christ, to grow in faith over our lifetime, and to share the good news of Jesus with all people.
- God equips us through the Holy Spirit to be the hands and feet of Christ in the world.
- "It is not the church of God that has a mission in the world, but the God of mission that has a church in the world." – Rowan Williams, former Archbishop of Canterbury.

B. Our Vision

By the grace of God in Christ, we live in peace and joy, connected to God and to one another, to further God's work on earth.

C. Our Mission

As a Christian community we spread the Good News, grow in faith, discover and use our gifts to serve God and care for all people.

- *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 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
 - f. approve the annual budget;
 - g. acquire real and personal property by gift, devise, purchase, or other lawful means;
 - h. hold title to and use its property for any and all activities consistent with its purpose;
 - i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
 - j. elect its officers, 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 Southeastern Minnesota Synod of the Evangelical Lutheran Church in America.

C5.05. This congregation may establish Endowment Funds to receive and administer bequests, estates, insurance, memorials and other assets, to be perpetual and perpetuating; and establish Endowment Fund Committees to be custodians of the Endowment Funds. Currently this congregation has the following Endowment Funds: Mission, Scholarship, and Heritage.

B5.05.01. Mission Endowment Fund

A. Statement of Purpose

Trinity Lutheran Church has established a Mission Endowment Fund (hereinafter in B5.05.01 called “Fund”) to receive and administer bequests, estates, insurance, memorials and other assets, to be perpetual and perpetuating. And, the efforts in establishing the Fund are dedicated to the glory of Almighty God, with the purpose of the Fund being the enhancement of the work of the church through establishing new ministries and stewardship opportunities additional to and apart from the general operation of the congregation. A Mission Endowment Fund Committee (hereinafter in B5.05.01 called “Committee”) shall be custodian of the Fund.

That while Trinity Lutheran Church has every intention of using the Fund as set forth in these resolutions, it does recognize that with the passage of time and changing circumstances, there may be a time when it is not feasible to utilize the Fund as was intended. Should that situation develop, Trinity Lutheran Church or its successors in interest shall then be free to make such other use of the income and principal as is consistent with the charitable and religious purposes of Trinity Lutheran Church, in accordance with provisions of the laws of the State of Minnesota, and preserving the principal of those gifts designated to be perpetual, carrying out the donor’s wishes.

1. The congregation may upon recommendation by the Committee decide when and if any Fund principal, or corpus, shall be used by a two-thirds (2/3) majority vote of those present at a legally called meeting of the congregation. This holds true if the principal, or corpus, is ever needed in the event of a catastrophe, or dire emergency.
2. The Committee shall supply the congregation with sufficient information to make the best use of the Fund according to its purpose.

B. Structure of the Committee

1. The Committee shall consist of five (5) members, all of whom shall be voting members of Trinity Lutheran Church. The term of each member shall be three (3) years. At each annual meeting the congregation shall elect the necessary number for a term of three (3) years. No member shall serve more than two (2) consecutive terms. A partial term shall not be counted for this purpose. A former committee member may be re-elected after a lapse of twelve (12) months between his/her election for a third term and the completion of his/her second term.
2. In the event of a vacancy on the Committee, the remaining members by the affirmative vote of three (3) shall forthwith elect a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fill the vacancy. In the event the vacancy is not filled within thirty (30) days after it occurs, the congregation shall fill it at a special meeting called for that purpose.

3. The Nominating Committee of the congregation shall nominate for this Committee and report at the annual meeting in the same manner as it does for other offices or committees. Nominations may also be made from the floor. The person receiving the greater number of affirmative votes at the annual meeting shall be elected.
4. All Committee members shall endeavor to maintain a high degree of communication with the Congregation Council, other organizations within the church, and members of the congregation to nurture the total life and mission of the church and of the Fund. Each committee member must be a member in good standing of Trinity Lutheran Church. A Committee member may not serve concurrently on the Congregation Council. The lead pastor of the church and the president of the Congregation Council shall be ex-officio non-voting members of the Committee.

C. Committee Duties

1. The Committee shall elect from its membership a chairperson, secretary and treasurer.
 - i. The chairperson, or the member designated by the chairperson, shall preside at all Committee meetings.
 - ii. The secretary shall maintain complete and accurate minutes of all meetings of the Committee and supply a copy of thereof to each member within seven (7) days after the meeting. Each member shall keep a complete copy of minutes to be delivered to his or her successor.
2. The Committee shall meet at least four (4) times a year at the church at a time fixed by resolution of the Committee and more frequently as it may be deemed by it for the best interests of the Fund. The Committee, when it deems it unnecessary to hold a particular monthly meeting, may by resolution cancel a meeting. Special meetings may be called on twenty-four (24) hours written or oral notice to the members of the Committee by the chairperson or any two members. No notice other than recording of the resolution of the board fixing the time of the regular meetings need be given the members. Each member is charged with knowledge of the contents of the minute book. If all members are present, consent in writing to the minutes by a member of Committee shall constitute his/her approval of the action reflected in the minutes and taken at the meeting and shall have the same force and effect as though he/she had been present and voting at the meeting reflected by the minutes.
3. A quorum shall consist of three (3) members. The affirmative vote of a majority present and voting shall carry any motion or resolution.
4. The Committee shall establish written rules and regulations as may be necessary for the conduct of its business. It shall adopt standards and goals to guide in the expenditure of the income from the Fund which it may amend all within the stated purpose of this fund.
5. The Committee shall maintain accounts with such financial institutions as it may by resolution authorize and determine. All checks and other documents transferring or expending any funds or assets in the Fund shall be executed by the treasurer and either the chairperson or secretary of the committee.
6. Any members of the Committee with check signing authority, at the expense of

the Fund, shall provide a corporate fidelity bond in a principal amount to be determined from time to time by the Committee.

7. The Committee may ask other members of the congregation to serve as advisory members and may employ, at the expense of the Fund income, such professional counseling on investments and legal matters as it deems to be for the best interest of the Fund.
8. The Committee shall maintain complete and accurate books of accounts and may employ such professional help as it deems necessary in this connection. The books shall be audited annually in time so that such audit report will be on file at the time of the annual meeting of the congregation.
9. No member of the Committee shall engage in any self-dealing or transactions with the Fund in which the member of the committee has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interests of the Fund.
10. The Committee, at each annual meeting of the congregation, shall render a full and complete account of the administration of the Fund during the preceding year.
11. The Committee or this congregation may receive funds through gifts, memorials, bequests, wills, estates, etc. from any individual or corporation or organization or from any other source in cash or in other property acceptable to them. All Funds and property shall be kept and maintained separate, distinct and independent from the funds and property otherwise belonging to the church.
12. The Committee shall in no event be required to make physical segregation of the assets of the Fund in order to conform to the directions of any individual donors, but may establish separate accounts in its accounting records.
13. The Committee is to inform the members of the congregation the purposes of the Fund, and may periodically arrange for members of the congregation to meet with professional counselors in the areas of charitable giving, wills, bequests, or insurance.
14. All new members of the Committee are to receive a copy of the Fund format to become acquainted with the function and purposes of the Fund.

D. Administration

The Committee shall have all powers and authority necessary to carry out the purposes of the Fund, including the following powers and authority on behalf of Trinity Lutheran Church.

1. To take, have, hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to handle and manage and control, the Fund, or any part thereof, as they in their judgment and discretion shall deem wise and prudent.
2. To retain any property in the form in which received; to convert and reconvert the Fund, or any part thereof, into other kinds and forms of property, real or personal or mixed; and to invest or reinvest the Fund or assets herein, or any thereof, as they shall deem wise and prudent, including in such common or preferred stocks, bonds, debentures, mortgages, notes or other securities, investments or property whether real or personal, which they in their absolute discretion may select or determine and including, without limitation, savings deposits of any bank, mutual savings bank, federal home loan bank or savings and loan association, or in The Evangelical Lutheran Church in America Mission Funds, or in any common trust

fund, mutual fund, or any like fund, subject to the usual standards of prudence required of trustees of similar funds.

3. To receive the income, profits, rents and proceeds of the Fund and to collect and receipt for the same, and pay all administrative and necessary expenses in connection with it.
4. To make, execute and deliver all instruments necessary or proper for the accomplishment of the purposes of the Trinity Lutheran Church Mission Endowment Fund or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, assignments, conveyance, contracts, purchase agreements, waivers, releases and settlements.
5. To contribute, donate, support or distribute, from time to time, for the purposes herein stated, such payments or amounts as the Committee in its discretion shall determine.
6. To hold investments in the name of Trinity Lutheran Church Mission Endowment Fund on behalf of this congregation and to sign checks and all other necessary documents on behalf of this congregation in furtherance of the Fund purposes.
7. To employ and reasonably compensate from the Fund income, accountants, agents, and attorneys to assist and advise in the execution of the Fund, without liability for their omissions or neglect, but using reasonable care in their selection, and to rely on the advice of the persons so employed.
8. The Committee shall not be liable for any losses which may be incurred upon investments of the Fund except to the extent that such losses shall have been caused by bad faith or gross negligence of the Committee members. No member shall be personally liable as long as he or she acts in good faith and with ordinary prudence in discharging the duties of the office. Each Committee shall be liable only for his or her own willful misconduct or omissions in bad faith. No Committee member shall be liable for the acts or omissions of any other committee member, or of any accountant, agent, attorney or custodian selected with reasonable care.
9. The Committee members shall not receive any compensation, but may be reimbursed from the income of the Fund for reasonable expenses.

E. Distribution of Income

1. Distribution of income will be by the following policy (2011):
 - i. The spending rate of 5%, as being appropriate for sustaining the purchasing power of the Fund, and yet still providing the funding for which the endowment was established.
 - ii. This spending rate will be reviewed periodically in light of evolving trends with respect to investment returns and the rate of inflation.
 - iii. The spending allowance will be calculated by multiplying the spending rate times the Fund portfolio's trailing twelve-quarter average market value, as of December 31st each year.
 - iv. Disbursement of income from the Fund need not occur annually if, in the judgment of the Committee, the annual disbursement of income is not recommended.

F. Gifts/Donations

Any gifts given to the Fund, as well as all income derived therefrom, shall be used

exclusively for religious, charitable and educational purposes with Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. This Fund is created and shall be operated exclusively for church purposes. No part of the income or property of this Fund shall inure to the benefit of or be distributable to any member, director or officer of the church or to any other private person, except that the Committee is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Fund shall be the carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of this document, the Fund shall (a) not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) do any act which would render contributions to the Mission Endowment Fund non-deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

G. Amendments

The Fund may not be altered or amended except by a two-thirds (2/3) vote of the members present at an annual meeting of the congregation, or at a special meeting called specifically for the purpose of amending this resolution.

H. Dissolution

This Fund may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this Fund, and after the payment of all liabilities, obligations, costs and expenses incurred by this Fund, any remaining assets shall be distributed to such entities organized and operated exclusively for one or more purposes described in Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United State Internal Revenue Law.

B5.05.02. Scholarship Endowment Fund

A. Statement of Purpose

This congregation at a Special Meeting assembled on Sunday, December 6, 1992, approved and established on the records of the church a new and separate fund for all perpetuity to be known as the “Scholarship Endowment Fund” (hereinafter in B5.05.02 called the “Fund”) to provide financial assistance for education for people of all ages for post-secondary education. The Fund is maintained apart from the general operation of the congregation, and no portion of the income generated by the Fund shall be used for the annual operating budget of the congregation. The “Scholarship Endowment Fund Committee” (hereinafter in B5.05.02 called the “Committee”) shall be the custodian of the Fund.

B. Structure of the Committee

1. The Committee shall consist of five members, all of whom shall be voting members of Trinity Lutheran Church. The term of each member shall be three (3) years. At each annual meeting, the congregation shall elect the necessary number for a term of three (3) years. No members shall serve more than two consecutive

three (3) year terms. After a lapse of one (1) year, former Committee members may be re-elected.

2. The lead pastor and the president of the Congregation Council shall be advisory members of the Committee.
3. The Nominating Committee of the congregation shall nominate for the Committee and report at the annual congregational meeting in the same manner as for other offices and committees. In the event of a vacancy on the Committee, the Congregation Council shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

C. Committee Duties

1. The Committee shall elect from its membership a chair, recording secretary and a treasurer.
 - i. The chair, or member designated by the chair, shall preside at all Committee meetings.
 - ii. 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 minutes to be delivered to his or her successor. The recording secretary shall also supply a copy of the minutes to the Congregation Council.
 - iii. The treasurer of the Committee shall maintain and coordinate complete and accurate accounts for the Fund. The secretary and treasurer shall sign checks and all other necessary documents on behalf of the congregation in furtherance of the purposes of the Fund. The books shall be audited annually by a certified public accountant or other appropriate person who is not a member of the Committee.
2. The Committee shall meet at least quarterly, or more frequently as deemed by it in the best interest of the Fund.
3. A quorum shall consist of three (3) members. Any motion or resolution shall require the vote of at least three (3) members.
4. The Committee shall report on a quarterly basis to the Congregation Council and, at each annual or duly called special meeting of the congregation, shall render a full and complete audited account of the administration of the Fund during the preceding year.
5. The Committee may request other members of the congregation to serve as advisory members and, at the expense of Fund income, may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the Fund.

D. Administration

1. 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 she/he acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other members. No member shall engage in any 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 which his/her personal interests could conflict with the interest of the Fund.

2. All assets are to be held in the name of "Scholarship Endowment Fund."
3. Recommendations to hold, see, exchange, rent, lease, transfer, convert, invest, reinvest, and all other respects to manage and control the assets of the Fund, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the Committee for approval by the Congregation Council, with subsequent execution by the delegated member of the Committee.
4. The Committee shall in no event be required to make physical segregation of the assets of the Fund in order to conform to the directions of any individual donors, but may establish separate accounts in its accounting records.

E. Distribution of Income

The Fund shall be held in perpetuity. The amount of the funding each year, referred to as the 'spending allowance,' will be determined by the following policy:

1. The spending rate of 5%, as being appropriate for sustaining the purchasing power of the Fund, and yet still providing the funding for which the endowment was established.
2. This spending rate will be reviewed periodically in light of evolving trends with respect to investment returns and the rate of inflation.
3. The spending allowance will be calculated by multiplying the spending rate times the Fund portfolio's trailing twelve-quarter average market value, as of December 31 each year.
4. Disbursement of income from the Fund need not occur annually if, in the judgment of the Committee, the annual disbursement of income is not recommended.

F. Gifts/Income

Any gifts given to the Fund, as well as income derived therefrom, shall be used exclusively for educational purposes with Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. This Fund is created and shall be operated exclusively for education purposes. No part of the activities of the Fund shall be carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of this document, the Fund shall (a) not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) do any act which would render contributions to the Fund non-deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

G. Amendments

Any amendment to this bylaw, which will change, alter or amend the purpose for which the Fund is established shall be adopted by a two-thirds vote of the members

present at an annual meeting of the congregation or at a special meeting called specifically for the purpose of amending this resolution.

H. Dissolution

This Fund may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this Fund, and after the payment of all liabilities, obligations, costs and expenses incurred by this Fund, any remaining assets shall be distributed to such entities organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United State Internal Revenue Law. This provision must be followed to maintain the Fund's tax-exempt status. Professional guidance should be sought where questions or problems arise.

In the event that Trinity Lutheran Church ceases to exist either through merger or dissolution, disposition or transfer of the Fund shall be at the discretion of the Committee. The Fund shall be maintained as a scholarship fund to be dispersed by another tax-exempt scholarship organization.

B5.05.03. Heritage Endowment Fund

A. Statement of Purpose

Trinity Lutheran Church has established a Heritage Endowment Fund to receive and administer cash gifts, bequests, estates, insurance policies, memorials and other assets, to be perpetual and perpetuating. The efforts in establishing the Heritage Endowment Fund (hereinafter in B5.05.03 called Fund) are dedicated to the glory of Almighty God, for the purpose of providing financial assistance for property maintenance and capital improvements of Trinity Lutheran Church properties, primarily the church building and the Maple Drive Parsonage. The Fund has two distinct categories: the Heritage Asset Management Fund which receives gifts to be invested in perpetuity, and the Designated Capital Fund which accepts gifts meant to be spent. Until spent, monies will be invested. A Heritage Endowment Fund Committee (hereinafter in B5.05.03 called Committee) shall be custodian of the Fund.

Trinity Lutheran Church has committed to using the Fund as set forth in these bylaws. Should an extenuating situation develop, Trinity Lutheran Church or its successors in interest shall then while preserving the principal of those gifts designated to be perpetual, carrying out the donor's wishes, be free to make such other use of the income as is consistent with the charitable and religious purposes of Trinity Lutheran Church, in accordance with provisions of the laws of the State of Minnesota, and

1. The congregation may upon unanimous recommendation by the Committee decide when and if any Fund principal, or corpus, shall be used by a two-thirds (2/3) majority vote of those present at a legally called meeting of the congregation. This holds true if the principal, or corpus, is ever needed in the event of a catastrophe, or dire emergency.
2. The Committee shall supply the Congregation Council of the congregation with sufficient information to make the best use of the Fund according to its purpose.

B. Structure of the Committee

1. The Committee shall consist of five (5) members, all of whom shall be voting

members of Trinity Lutheran Church. For the initial election, there shall be one one-year term, two two-year terms and two three-year terms. Thereafter, the term of each member shall be three (3) years. At each annual meeting the congregation shall elect the necessary number for a term of three (3) years. No member shall serve more than two (2) consecutive terms. A partial term shall not be counted for this purpose. A former Committee member may be re-elected after a lapse of twelve (12) months between his/her election for a third term and the completion of his/her second term.

2. In the event of a vacancy on the Committee, the remaining members by the affirmative vote of three (3) shall forthwith elect a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fill the vacancy. In the event the vacancy is not filled within thirty (30) days after it occurs, the congregation shall fill it at a special meeting called for that purpose.
3. The Nominating Committee of the congregation shall nominate for this Committee and report at the annual meeting in the same manner as it does for other offices or committees. Nominations may also be made from the floor. The person receiving the greater number of affirmative votes at the annual meeting shall be elected.
4. All Committee members shall endeavor to maintain a high degree of communication with the Congregation Council, other organizations within the church, and members of the congregation to nurture the total life and mission of the church and of the Fund. Each Committee member must be a member in good standing of Trinity Lutheran Church. A Committee member may not serve concurrently on the Congregation Council. The lead pastor of the church and the president of the Congregation Council and the Finance chair shall be ex-officio non-voting members of the Committee. The Property chair shall serve as ex-officio non-voting liaison to the Committee.

C. Committee Duties

1. The Committee shall elect from its membership a chairperson, secretary and treasurer.
 - i. The chairperson, or the member designated by the chairperson, shall preside at all committee meetings
 - ii. The secretary shall maintain complete and accurate minutes of all meetings of the committee and supply a copy of thereof to each member within seven (7) days after the meeting. Each member shall keep a complete copy of minutes to be delivered to his or her successor.
2. The Committee shall meet at least four (4) times a year at the church at a time fixed by resolution of the Committee and more frequently as it may be deemed by it for the best interests of the Fund. Special meetings may be called on twenty-four (24) hours written or oral notice to the members of the Committee by the chairperson or any two members. No notice other than recording of the resolution of the board fixing the time of the regular meetings need be given the members. Each member is charged with knowledge of the contents of the minute book. If all members are not present, consent in writing to the minutes by an absent member of Committee shall constitute his/her approval of the action reflected in

the minutes and taken at the meeting and shall have the same force and effect as though he/she had been present and voting at the meeting reflected by the minutes.

3. A quorum shall consist of three (3) members. The affirmative vote of a majority present and voting shall carry any motion or resolution.
4. The Committee shall establish written rules and regulations as may be necessary for the conduct of its business. It shall adopt standards and goals to guide in the expenditure of the income from the Fund which it may amend, all within the stated purpose of this fund.
5. The Committee shall maintain accounts with such financial institutions as it may by resolution authorize and determine. All checks and other documents transferring or expending any funds or assets in the Fund shall be executed by the treasurer and either the chairperson or secretary of the committee.
6. Any members of the Committee with check-signing authority, at the expense of the Fund, shall provide a corporate fidelity bond in a principal amount to be determined from time to time by the committee.
7. The investment of the fund shall be handled by professionals with select members of the Committee evaluating the recommendations of the professionals who manage the investments on behalf of the Committee. The Committee may ask other members of the congregation to serve as advisory members and may employ, at the expense of the Fund income, such professional counseling on investments and legal matters as it deems to be for the best interest of the Fund.
8. The Committee shall maintain complete and accurate books of accounts and may employ such professional help as it deems necessary in this connection. The books shall be audited annually in time so that such audit report will be on file at the time of the annual meeting of the congregation.
9. No member of the Committee shall engage in any self dealing or transactions with the Fund in which the member of the Committee has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interests of the Fund.
10. The Committee, at each annual meeting of the congregation, shall render a full and complete account of the administration of the Heritage Endowment Fund during the preceding year.
11. The Committee or church may receive funds through gifts, memorials, bequests, wills, estates, etc. from any individual or corporation or organization or from any other source in cash or in other property acceptable to them. All endowment funds and property shall be kept and maintained separate, distinct and independent from the funds and property otherwise belonging to the church.
12. The Committee shall in no event be required to make physical segregation of the assets of the Fund in order to conform to the directions of any individual donors, but may establish separate accounts in its accounting records.
13. The Committee is to inform the members of the congregation the purposes of the Fund, and may periodically arrange for members of the congregation to meet with professional counselors in the areas of charitable giving, wills, bequests, insurance, etc.
14. All new members of the Committee are to receive a copy of the Heritage

Endowment Fund Case Statement to become acquainted with the function and purposes of the Fund. A case statement outlines what need your agency addresses, how you address it, what makes your organization unique, and how others can help, whether through time or money.

15. The Heritage Asset Management fund will reinvest 100% of the earnings until the fund reaches the first threshold of \$600,000. When the threshold of \$600,000 in cash is reached, the Committee shall determine how much income is available to be spent using a rolling three-year average, which is adjusted for inflation to protect the Fund. After reaching the first threshold:
 - i. 80% of the earnings will be spendable and made available to the Designated Capital Fund. If all earnings are not expended in a given year, they will be carried over for use in future years, but will remain invested until needed.
 - ii. 20% of earnings will be reinvested in the fund until it reaches \$1,500,000. At that time the percentage to be reinvested may be lowered if the committee wishes, but the principle must be protected. Inflation will be considered before the distribution is decided.

The Committee shall prioritize possible areas to be addressed and make recommendation to the Congregation Council the specific needs to be addressed with that year's available earnings.

D. Administration

The Committee shall have all powers and authority necessary to carry out the purposes of the Fund, including the following powers and authority on behalf of Trinity Lutheran Church.

1. To take, have, hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to handle and manage and control, the Heritage Endowment Fund, or any part thereof, as they in their judgment and discretion shall deem wise and prudent.
2. To retain any property in the form in which received; to convert and reconvert the Fund, or any part thereof, into other kinds and forms of property, real or personal or mixed; and to invest or reinvest the Fund or assets herein, or any thereof, as they shall deem wise and prudent, including in such common or preferred stocks, bonds, debentures, mortgages, notes or other securities, investments or property whether real or personal, which they in their absolute discretion may select or determine and including, without limitation, savings deposits of any bank, mutual savings bank, federal home loan bank or savings and loan association, Thrivent, or in The Evangelical Lutheran Church in America Mission Funds, or in any common trust fund, mutual fund, or any like fund, subject to the usual standards of prudence required of trustees of similar funds.
3. To receive the income, profits, rents and proceeds of the Fund and to collect and receipt for the same, and pay all administrative and necessary expenses in connection with it.
4. To make, execute and deliver all instruments necessary or proper for the accomplishment of the purposes of the Fund or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, assignments, conveyance, contracts, purchase agreements, waivers, releases and settlements.
5. To contribute, donate, support or distribute, from time to time, for the purposes

herein stated, such payments or amounts as the Committee in its discretion shall determine.

6. To determine what is principle and income according to generally accepted accounting principles (GAAP).
7. To hold investments in the name of Trinity Lutheran Church Heritage Endowment Fund on behalf of the congregation and to sign checks and all other necessary documents on behalf of the congregation in furtherance of the Fund purposes.
8. To employ and reasonably compensate from the Fund income, accountants, agents, and attorneys to assist and advise in the execution of the Fund, without liability for their omissions or neglect, but using reasonable care in their selection, and to rely on the advice of the persons so employed.
9. The Committee shall not be liable for any losses which may be incurred upon investments of the Fund except to the extent that such losses shall have been caused by bad faith or gross negligence of the committee members. No member shall be personally liable as long as he or she acts in good faith and with ordinary prudence in discharging the duties of the office. Each committee shall be liable only for his or her own willful misconduct or omissions in bad faith. No committee member shall be liable for the acts or omissions of any other committee member, or of any accountant, agent, attorney or custodian selected with reasonable care.
10. The Committee members shall not receive any compensation, but may be reimbursed from the income of the Fund for reasonable expenses.

E. Gifts/Income

Any gifts given to the Fund, as well as all income derived there from, shall be used exclusively for religious, charitable and educational purposes with Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. This Fund is created and shall be operated exclusively for church purposes. No part of the income or property of this Fund shall inure to the benefit of or be distributable to any member, director or officer of the church or to any other private person, except that the Committee is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Fund shall be the carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of this document, the Fund shall (a) not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) do any act which would render contributions to the Fund non-deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

F. Amendments

The Heritage Endowment Fund Bylaw may not be altered or amended except by a

two-thirds (2/3) vote of the members present at an annual meeting of the congregation, or at a special meeting called specifically for the purpose of amending these by-laws.

G. Dissolution

This Fund may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this Fund, and after the payment of all liabilities, obligations, costs and expenses incurred by this Fund, any remaining assets shall be distributed to such entities organized and operated exclusively for one or more purposes described in Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

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 Southeastern Minnesota 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 Southeastern Minnesota 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.
- 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 Southeastern Minnesota 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 Southeastern Minnesota Synod.

- *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 Southeastern Minnesota Synod—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.

***C8.04.** 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.

B8.05.01. Inactivity is defined as follows: Any confirmed member may be removed from the

active membership if they have not communed or made a contribution of record during the current or preceding 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 this congregation to recommend the call, shall seek the advice and help of the bishop of the synod.
- B9.01.01.** Should a lead pastor resign before an associate, the associate's call may continue for up to six months after the installation of a new lead pastor, at which time the call shall be reviewed by the Congregation Council and lead pastor together with the associate, to determine whether the call should continue.
- B9.01.02.** Should the associate desire to be one of the candidates for the lead pastor position, he or she must submit a letter of resignation as associate before the start of the call process. The council shall not act on the resignation until completion of the call process.
- *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 Southeastern Minnesota 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 a 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.

B10.01.01. The date, time, and place of the Annual Meeting shall be set by the Congregation Council no later than the council's December meeting.

- B10.01.02.** The order of business at the annual meeting shall include:
- a. Opening Devotion
 - b. Approval of the minutes
 - c. Reports of the pastor(s), the Congregation Council, the treasurer, teams and committees, and others
 - d. Elections
 - e. Approval of budget
 - f. Unfinished business
 - g. New business
 - h. Closing prayer
- C10.02.** A special Congregation Meeting may be called by the lead 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 25 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.
- C10.03.** Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all voting members at least 10 days in advance of the date of the meeting.
- C10.04.** Ten percent (10%) of the voting members shall constitute a quorum at annual and special congregational meetings.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.06.** 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 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.

CONGREGATION OFFICERS

- C11.01.** The officers of this congregation shall be a president, vice president, secretary, and treasurer.
- a. Duties of the officers shall be specified in the bylaws.
 - b. The officers shall be voting members of this congregation.
- B11.01.01.** Terms of Office of the congregation officers:
- a. **President** shall be elected by the congregation for a three-year term and may not succeed himself/herself.
 - b. **Vice President** shall be elected by the Congregational Council from among its members for a one-year term and may succeed himself/herself two times.
 - c. **Secretary** shall be elected by the congregation for a three-year term and may not succeed himself/herself.

d. **Treasurer** shall be elected by the congregation for a three-year term and may not succeed himself/herself.

B11.01.02. President of the congregation

The president shall preside over meetings of the Congregation Council and of the congregation unless the meeting decides otherwise. In addition, the president:

- a. Shall, with the pastor, oversee and guide the work of the Team Leaders, providing counsel and support as needed, to ensure that strategies are developed and actions taken to achieve the congregation's goals.
- b. Shall facilitate coordination and communication among Team Leaders to ensure that the vision, mission, and goals of the congregation are being met.
- c. Shall, in the event that a Team Leader is not carrying out his/her duties, have the power to declare the position vacant and to appoint someone to fill the expired term, with the support of a majority vote of the Congregation Council.
- d. Shall designate which team has the authority and responsibility to deal with undesignated items of church activity and business, or appoint a special committee to do so.
- e. Shall be an ex-officio member of all teams and committees of Trinity Lutheran Church.

B11.01.03. Vice-president of the congregation

The **vice-president** shall preside in the absence of the president, unless the meeting decides otherwise by a majority vote.

B11.01.04. Secretary of the congregation

The **secretary** of the congregation shall keep the minutes of the Congregation Council and of all congregational meetings, and shall preserve all meeting records.

B11.01.05. Treasurer of the congregation

The **treasurer** shall be custodian of all funds of the congregation (except for those of the endowments), local and synod, and shall disburse all such funds in accordance with the decisions of the Congregation Council of the congregation. The treasurer shall present a duly audited report to the annual congregational meeting and such other reports to the Council as may be required. A committee of counters will assist the treasurer by counting the offering money each week.

C11.02. The congregation shall elect the president, secretary, and treasurer. The officers shall be elected by written ballot. Their terms shall begin upon installation following the annual meeting.

C11.03. No officer shall hold more than one office at a time. No elected officer shall be eligible to serve more than one consecutive term in the same office, nor shall they serve in a new team lead role without a one-year break in service.

Chapter 12.

CONGREGATION COUNCIL

C12.01. The voting membership of the Congregation Council shall consist of the lead pastor, the president, secretary, and team leaders of this congregation. Any voting member of this congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. 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 or b) is absent from four successive regular meetings of the

Congregation Council without cause. Consistent with the laws of the state in which this congregation is incorporated, this congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

B12.01.01. Definition of terms:

- a. **Congregation Council** –The ten team leaders, the president, secretary, treasurer, and the lead pastor of the congregation.
- b. **Team Leader** – The person charged with continuing and overall responsibilities for one of the areas of congregational life. The team leader’s task is to provide continuity and coordination of his/her area of work. The team leader is also a council member.
- c. **Team** – Consists of the team leader together with the members elected to work with his/her. Teams are free to set the schedule of their meetings (monthly, at minimum) in order to accomplish their tasks.

B12.01.02. Terms of Office

- a. **Team leaders** are elected for a term of three years. After the first election one-third (or approximately one-third, in years when a president’s term expires) will be elected each year. Team leaders may not succeed themselves on the same team, nor shall they serve in a new team lead role without a one year break in service. Team leaders filling out a term by appointment are eligible for election to a full term in the same position.

C12.02. The members of the Congregation Council except the pastor(s), shall be elected by written ballot to serve for three years. Their terms shall begin when installed by the congregation.

B12.02.01. A Council member may attend meetings and vote via an electronic means. A Team Leader may send a member of his/her team to Council and that person has the vote for the team represented.

C12.03. Should a member’s place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting.

C12.04. 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, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
- b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
- c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
- d. To maintain supportive relationships with the rostered minister(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.
- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.

- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. 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 synod and the Evangelical Lutheran Church in America.
- i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

C12.05. The Congregation Council shall be responsible for the financial and property matters of this congregation.

- a. The Congregation Council shall be the board of directors 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 unless specifically authorized to do so by a meeting of this congregation.
- c. The Congregation Council may enter into contracts of up to \$10000 for items not included in the budget.
- d. The Congregation Council shall review and approve the annual budget prepared by the Finance Team for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than 10% of current annual budget in excess of the anticipated receipts only after approval by a Congregation Meeting. 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 synod treasurer.
- f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.

C12.06. The Congregation Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.

C12.07. The Congregation Council may provide an annual review of the membership roster.

C12.08. 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. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.

C12.11. The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president, or shall be called by the president at the

request of at least one-half of Congregation Council 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 lead pastor or interim pastor, except when the lead 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 [senior] 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 synod bishop.

C12.13. The Congregation Council and its committees may hold meetings by remote communication, including electronically by web or telephone conference and, to the extent permitted by state law, notice of all meetings may be provided electronically.

Chapter 13

CONGREGATION TEAMS AND COMMITTEES

C13.01. Executive Committee

The Executive Committee consists of the current president, vice-president, secretary and treasurer, and may meet between the regular meetings of the council if there are agenda concerns to address or planning to be done. The pastor(s) are *ex officio* members of the executive committee.

C13.02. Team Leaders and Team Members

The ministries of Trinity Lutheran Church shall be carried out through ten teams: Care, Communication, Education, Finance, Mission in the World, Outreach, Property, Staffing, Stewardship, and Worship. Team members are elected by the congregation for two-year terms, and may succeed themselves two times. The mission, vision and goals of each team evolve to meet the needs of this congregation and community. These guidelines, approved by Congregation Council, are specific yearly goals that can be found in the team guidelines within the policy and procedures manual.

B13.02.01. Care Ministry – Listen, respond, care, serve and pray for others.

B13.02.02. Communications - Develops and implements a communication plan that supports the vision, mission, and goals of the congregation.

B13.02.03. Education - Develop life-long faith formation and Christian discipleship so that people are equipped and supported to share the Good News in Word and Deed.

B13.02.04. Finance - Produce an annual budget, monitor income and expenses that support the congregation's goals and objectives. The treasurer of the Congregation Council is a non-voting member and attends Finance Team meetings and submits monthly financial reports to Council for review and approval.

B13.02.05. Mission in the World - Spread the Gospel of Jesus Christ by supporting local, national, and international ministries.

B13.02.06. Outreach - Develop faith-forming relationships within our homes, congregation and communities.

B13.02.07. Property - Oversee the care, management, and maintenance of all properties of the congregation subject to Congregation Council approval; serve in a liaison and oversight relationship with the custodial staff; review maintenance contracts (snow,

lawn, etc.); recommend needs regarding purchases of equipment, supplies, and maintenance services; review insurance coverage for all properties; inspect all properties on a regular basis to assess the safety, efficiency, appearance, and good order of all church property. The Trinity Cemetery Association will be totally responsible for the administration and maintenance of the active West Side Cemetery.

B13.02.08. Staffing - Maintain supportive relationships with the pastor(s) and lay staff. Develop and review job descriptions, perform annual appraisals and coordinate with the Council salary increases. Be a part of the interviewing and hiring of new employees following the guidelines of the Hiring Committee Policy and conduct exit interviews with staff. Monitor areas of concern within the congregation related to pastoral care or ministry.

B13.02.09. Stewardship - Develop and implement a plan to encourage and demonstrate the faith formation of being stewards of God's benevolence. Implements and oversees the Gift & Memorial Policy, encouraging gift giving to Trinity Church.

B13.02.10. Worship - Praise God through vibrant cross-generational worship in our homes, congregation and community, thereby shaping daily life in the grace, mercy, and peace of God in Christ by:

- a. Enhancing indoor and outdoor spaces to make them vibrant and welcoming.
- b. Deepening worship experiences through music.
- c. Planning and designing worship opportunities for the year.

C13.03. Nominating Committee

The Nominating Committee shall be composed of the current year's out-going members of the Congregation Council, plus three other individuals elected at the previous annual meeting. The pastor(s) shall serve as convener and as an advisory member.

- a. Members on the Nominating Committee shall serve for the year following their election, and may succeed themselves time. They shall nominate at least one candidate for each office to be filled and shall secure the consent of each candidate to serve if elected.
- b. The committee's nominees for all elected positions shall be made known to the congregation at the same time that the Annual Report is made available to the congregation.
- c. In addition to the candidates submitted by Nominating Committee, additional nominations may be made from the floor during the annual meeting.

C13.04. Audit Committee

An Audit Committee of two voting members shall be elected by the Congregation Council to audit all financial records of this congregation (including the endowment funds, the cemetery association fund, WELCA fund, Beary Patch, and youth fund), and present the report to the annual meeting in writing.

- a. Audit Committee members shall not be members of the Congregation Council.
- b. No member of the Finance Team shall serve 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 after one year break in service.

C13.05. Call Committee

When a vacancy occurs in a position for which this congregation calls a rostered minister, a Call Committee of six voting members shall be formed. Two members

shall be selected by the Congregation Council and four shall be elected by the congregation at a special meeting set by the Congregation Council. Term of office will terminate upon installation of the newly called pastor.

- C13.07.** Other committees of this congregation may be formed, as the need arises, by decision of the Congregation Council.

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 meeting 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.

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 *C15.01. do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three laypersons and two ministers of Word and Sacrament). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation,

or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.

- *C15.03. If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members, plus the nonvoting chair, comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- *C15.04. The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- *C15.05. By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
 - a. suspension from the privileges of congregation membership for a designated period of time;
 - b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
 - c. termination of membership in 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 *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 25 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 *C16.01., shall:
- a. be approved at any legally called meeting of this congregation by a majority vote of those voting members present and voting;
 - b. 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
 - c. have the effective date included in the resolution¹ 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 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 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.

¹ Such an effective date must be stated in relation to the requirements of *C16.03, to allow time for synod review of the amendment.

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.

Chapter 20.

PARISH AUTHORIZATION

[* Required provisions when congregation is part of a parish]

- *C20.01.** This congregation may unite with one or more other congregations recognized by the synod named in *C6.01. to form a parish. Except as provided in *C20.02. and *C20.03., a written agreement, developed in consultation with the synod and approved by the voting members of each congregation participating in the parish, shall specify the powers and responsibilities that have been delegated to the Parish Council. The Parish Agreement shall identify which congregation of the parish issues

- calls on behalf of the member congregations or shall establish a process for identifying which congregation issues calls on behalf of the member congregations.
- *C20.02.** One congregation of a parish shall issue a call on behalf of the member congregations to a minister of Word and Sacrament or a candidate for the roster of Ministers of Word and Sacrament who has been recommended by the synod bishop to serve the congregations of the parish. Such a call shall be approved prior to issuance by a two-thirds vote at a congregational meeting of each congregation forming the parish. If any congregation of the parish should fail to approve the call, the other congregations of the parish shall have the right to terminate the parish agreement.
 - *C20.03.** One congregation of a parish may issue a call on behalf of the member congregations to a minister of Word and Service or a candidate for the roster of Ministers of Word and Service who has been recommended by the synod bishop to serve the congregations of the parish. Such a call shall be approved prior to issuance by a two-thirds vote at a congregational meeting of each congregation forming the parish. If any congregation of the parish should fail to approve the call, the other congregations of the parish shall have the right to terminate the parish agreement.
 - *C20.04.** Any one of the congregations of the parish may terminate their relationship with the pastor as provided in †S14.18.d. of the synod constitution of the synod named in *C6.01. In such case, the other congregation(s) of the same parish shall have the right to terminate the parish agreement.
 - *C20.05.** Any one of the congregations of the parish may terminate their relationship with a minister of Word and Service as provided in †S14.43.d. of the synod constitution of the synod named in *C6.01. In such case, the other congregation(s) of the same parish shall have the right to terminate the parish agreement.
 - *C20.06.** Whenever a parish agreement is terminated, the call of any rostered minister serving that parish is terminated. Should any congregation that was formerly part of the parish agreement desire to issue a new call to that rostered minister, it may do so in accordance with the call process of this church.