

**CONSTITUTION  
OF  
GOOD SHEPHERD LUTHERAN CHURCH  
BISMARCK, NORTH DAKOTA**

Last updated 2018 Annual Meeting

January 21, 2018

**\*PREAMBLE.**

In the name of the Father and of the Son and of the Holy Spirit, we, baptized members of the Christian Church, 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 By-Laws” and solemnly pledge ourselves to be governed by its provisions.

**Chapter 1.**

**NAME AND INCORPORATION**

- C1.01.** The name of this congregation is GOOD SHEPHERD LUTHERAN CHURCH, Bismarck, North Dakota.
- C1.02.** For the purpose of this “Constitution and Bylaws,” Good Shepherd Lutheran Church Congregation is hereinafter designated as “this congregation.”
- C1.03.** This congregation shall be incorporated under the laws of the State of North Dakota.

**Chapter 2.**

**CONFESSION OF FAITH**

- \*C2.01.** This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- \*C2.02.** This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
  - a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
  - b. The proclamation of God’s message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
  - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God’s Spirit speaking through their authors, they record and announce God’s revelation centering in Jesus Christ. Through them God’s Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- \*C2.03.** This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.
- \*C2.04.** This congregation accepts the Apostles’, Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- \*C2.05.** This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.
- \*C2.06.** This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- \*C2.07.** This congregation confesses the Gospel, recorded in the Holy Scripture and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God’s mission in the world.

### **Chapter 3.**

#### **NATURE OF THE CHURCH**

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

### **Chapter 4.**

#### **STATEMENT OF PURPOSE**

- \*C4.01.** The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God’s creative, redeeming, and sanctifying activity in the world.
- \*C4.02.** To participate in God’s mission, this congregation as a part of the Church shall:
  - a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
  - b. Proclaim God’s saving Gospel of justification by grace for Christ’s sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
  - c. Carry out Christ’s Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
  - d. Serve in response to God’s love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, standing with the poor and powerless, and committing itself to their needs.
  - e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
  - f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.
- \*C4.03.** To fulfill these purposes, this congregation shall:

- a. Provide services of worship at which the Word of God is preached and the sacraments are administered.
  - b. Provide pastoral care and assist all members to participate in this ministry.
  - c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
  - d. Teach the Word of God.
  - e. Witness to the reconciling Word of God in Christ, reaching out to all people.
  - f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
  - g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.
  - h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
  - i. Foster and participate in ecumenical relationships consistent with churchwide policy.
- \*C4.04.** This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. [Such description shall be contained in a continuing resolutions in the section on the Congregation Committees.]
- \*C4.05.** This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.
- \*C4.06.** References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God's mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

## **Chapter 5.**

### **POWERS OF THE CONGREGATION**

- \*C5.01.** The powers of this congregation are those necessary to fulfill its purpose.
- \*C5.02.** The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- \*C5.03.** Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:
- a. call a pastor as provided in Chapter 9;
  - b. terminate the call of a pastor as provided in Chapter 9;
  - c. call a minister of Word and Service;
  - d. terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America;
  - e. adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
  - f. approve the annual budget;
  - g. acquire real and personal property by gift, devise, purchase, or other lawful means;
  - h. hold title to and use its property for any and all activities consistent with its purpose;

- i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- j. elect its Congregation Council, and require the members of the council to carry out their duties in accordance with the constitution, and bylaws and continuing resolutions; and
- k. elect its Endowment Council, and require the members of the council to carry out their duties in accordance with the constitution and bylaws and continuing resolutions; and
- l. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.

**\*C5.04.** This congregation shall choose from among its voting members lay persons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the Western North Dakota Synod of the Evangelical Lutheran Church in America.

## **Chapter 6.**

### **CHURCH AFFILIATION**

**\*C6.01.** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Western North Dakota Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.

**\*C6.02.** This congregation accepts the Confession of Faith and agrees to the purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.

**\*C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:

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

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

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

America.

- d. This congregation follows the procedures outlined in \*C6.05.

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

- a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds vote of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the Congregation Council. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
- b. The secretary of the congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod and the congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the synod of the notice as specified in paragraph b. above.
- d. If the congregation, after such consultation, still seeks to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the meeting shall be mailed to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
- e. A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraphs g. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church.
- f. Notice of termination shall be forwarded by the bishop to the secretary of the ELCA, who shall report the termination to the Churchwide Assembly.
- g. This congregation shall abide by these covenants by and among the three expressions of this church:
  - 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in \*C6.05., shall be required to receive Synod Council approval before terminating their membership in this church.
  - 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to receive synodical approval before terminating their membership in this church.
  - 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05, to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.

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

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

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

## Chapter 7.

### PROPERTY OWNERSHIP

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

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

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

\*C7.04. If two-thirds of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in \*C6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

## Chapter 8.

### MEMBERSHIP

\*C8.01. Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this "constitution and its bylaws."

\*C8.02. Members shall be classified as follows:

- a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those

who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.

- c. **Voting** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
- d. **Associate** members are persons holding membership in other ELCA congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
- e. **Seasonal** members are voting members of other ELCA congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
  - 1) they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;
  - 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
  - 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with the ELCA;
  - 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
  - 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
  - 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.

**\*C8.03.** 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 ELCA constitutional provision 20.41. and the accompanying bylaws; or
- e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.

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

## **Chapter 9.**

### **ROSTERED MINISTER**

- \*C9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.
- \*C9.02. Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.
- \*C9.03. Consistent with the faith and practice of the Evangelical Lutheran Church in America,
  - a. Every minister of Word and Sacrament shall:
    - 1) preach the Word;
    - 2) administer the sacraments;
    - 3) conduct public worship;
    - 4) provide pastoral care;
    - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
    - 6) impart knowledge of this church and its wider ministry through distribution of its communications and publications;
    - 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
    - 8) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
  - b. Each pastor with a congregational call shall, within the congregation:
    - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
    - 2) relate to all schools and organizations of this congregation;
    - 3) install regularly elected members of the Congregation Council and Endowment Council;
    - 4) with the council, administer discipline; and
    - 5) endeavor to increase the support given by the congregation to the work of the ELCA churchwide organization and of the Western North Dakota Synod of the ELCA.
- \*C9.04. The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.
- \*C9.05. The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:
  - a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by death or, following consultation with the synodical bishop for the following reasons:
    - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
    - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later

- than 30 days after the date on which it was submitted;
- 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions;
  - 4) physical disability or mental incapacity of the pastor;
  - 5) suspension of the pastor through discipline for more than three months;
  - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
  - 7) termination of the relationship between this church and the congregation;
  - 8) dissolution of the congregation or the termination of a parish arrangement; or
  - 9) suspension of the congregation through discipline for more than six months.
- b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
    - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
    - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
  - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament as disabled. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
  - d. In the case of alleged local difficulties that imperil the effective functioning of the congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to the congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by the congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.
  - e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, the congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
  - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

- \*C9.06. At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.
- \*C9.07. During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any rostered minister providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.
- \*C9.08. This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.
- \*C9.09. When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- \*C9.11. With the approval of the bishop of the synod, the congregation may depart from \*C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of \*C9.05.a.
- \*C9.12. The pastor of this congregation:
  - a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
  - b. shall submit a summary of such statistics annually to the synod; and
  - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- \*C9.13. The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.
- \*C9.14. The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the Bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another field of labor or granting by the synod of retired status to the pastor.
- \*C9.15. Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between the congregation and the pastor in a form proposed by the synodical bishop and approved by the congregation.
- \*C9.21. Authority to call a minister of Word and Service shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by [this congregation][the Congregation Council] to recommend the call, shall seek the advice and help of the bishop of the synod.
- \*C9.22. Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synodical bishop may be called as a deacon of this congregation.

- \*C9.23.** Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
- a. Be rooted in the Word of God, for proclamation and service;
  - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
  - c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
  - d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
  - e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
  - f. Practice stewardship that respects God's gift of time, talents, and resources;
  - g. Be grounded in a gathered community for ongoing diaconal formation;
  - h. Share knowledge of the ELCA and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
  - i. Identify and encourage qualified persons to prepare for ministry of the gospel.
- \*C9.24.** The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.
- \*C9.25.** The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:
- a. The call of a congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by death or, following consultation with the synodical bishop, for the following reasons:
    - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
    - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
    - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
    - 4) physical disability or mental incapacity of the deacon;
    - 5) suspension of the deacon through discipline for more than three months;
    - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
    - 7) termination of the relationship between this church and this congregation;
    - 8) dissolution of this congregation or the termination of a parish arrangement; or
    - 9) suspension of this congregation through discipline for more than six months.
  - b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
    - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
    - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the

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

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

- \*C9.26.** The deacon shall make satisfactory settlement of all financial obligations to a former congregation before:
  - a. installation in another field of labor, or
  - b. the issuance of a certificate of dismissal or transfer.
- \*C9.27.** When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- \*C9.28.** With the approval of the bishop of the synod, this congregation may depart from \*C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of \*C9.25.a.
- \*C9.29.** The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations.
- \*C9.31.** The deacon(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

## **Chapter 10.**

### **CONGREGATION MEETING**

- C10.01.** The annual meeting of this congregation shall be held at a time specified by the Congregation Council on a Sunday in the month of January.
- C10.02.** A special Congregation Meeting may be called by the senior pastor, by the Congregation Council, or Endowment Council, or by the president of this congregation, and shall be called at the written request of the voting members. The president of the Congregation Council shall call a special meeting upon request of the synodical bishop. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.
- C10.03.** Notice of all meetings of this congregation shall be posted prominently in the narthex of the church for not less than two weeks prior to the meeting and shall be publicly announced at all given at the services of worship during that period or may be given 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.** Seventy-five voting members shall constitute a quorum.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.06.** All actions approved by the congregation shall be by majority vote of those present and voting except as otherwise provided in this “constitution or by state law.”
- C10.07.** When procedure is not otherwise specified herein, Robert’s Rules of Order, shall govern parliamentary procedure of all meetings of this congregation.
- C10.08.** The order of business at the annual meeting shall be:
- a. opening devotion;
  - b. appointment of parliamentarian;
  - c. approval of minutes;
  - d. reports of the pastors, the Congregation Council, the Endowment Council, the treasurer, committees, and others;
  - e. elections;
  - f. approval of budget;
  - g. unfinished business;
  - h. new business; and
  - i. closing prayer.
- C10.09.** In the following cases voting shall be by written ballot:
- a. to elect members of the Congregation Council. (see C12.02.)
  - b. to amend the “Constitution and Bylaws”. (see C17.02.)
  - c. to call a pastor or to request a pastor’s resignation. (See Ch. 9.)
  - d. to dispose of, encumber, or purchase real property. (see C12.05.b.)
  - e. when requested by ten or more voting members who are present at the meeting.
  - f. to elect members of the Endowment Council. (See C22.04)

## **Chapter 11.**

### **OFFICERS**

- C11.01.** The officers of this congregation are president, vice president, and secretary, elected by the Congregation Council from its membership and a treasurer and a financial secretary elected by the

Congregation Council.

- a. Duties of the officers are as herein specified and as may be specified in an Operating Policy Manual adopted by the Congregation Council.
- b. All officers shall be voting members of the congregation.
- c. Except for the treasurer and financial secretary, all officers of this congregation shall serve for not more than one year and shall not succeed themselves.

**C11.02.** If present, the president shall preside over all meetings of the congregation and of the Congregation Council unless the meeting shall decide otherwise.

**C11.03.** The vice-president shall preside in the absence of the president unless the meeting shall decide otherwise.

**C11.04.** The secretary shall be responsible for keeping the minutes of meetings of the congregation and of the Congregation Council and shall preserve Good Shepherd Lutheran Church archives.

**C11.05.** The treasurer and the financial secretary shall be bonded in such amount as is deemed appropriate by the Congregation Council. The Congregation Council shall divide and define between the treasurer and the financial secretary the duties as custodian of all funds of this congregation except funds that belong to the Good Shepherd Lutheran Church Women of the ELCA and funds under the control and management of the Endowment Council.

Funds held by the treasurer or financial secretary shall be expended and disbursed only in accordance with decisions of the congregation or the Congregation Council. The treasurer and the financial secretary shall present duly audited financial reports to the congregation's annual meeting and such further reports as may be required by the Congregation Council.

**C11.06.** The Good Shepherd Lutheran Church Women of the ELCA Treasurer shall annually submit an audited financial report to this congregation as directed by the Congregation Council.

## **Chapter 12.**

### **CONGREGATION COUNCIL**

**C12.01.** The voting membership of the Congregation Council shall consist of the Senior Pastor as administrator, ex officio and non-voting, and nine voting members of the congregation elected by the congregation, none of whom shall be at-large voting members of the Endowment Council. Any voting member of the congregation may be elected to the Congregation Council for staggered terms of three years but may not be reelected to succeed himself or herself. 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 three successive regular meetings of the Congregation Council without cause.

- C12.02.**
- a. Three voting members of the Congregation Council shall be elected at each annual meeting of the congregation by written ballot.
  - b. The Congregation Council shall provide for the nomination of not less than one candidates for each office to be filled and names of all such nominees shall be included in the notice of the meeting that is required by this "Constitution and By-Laws." Additional nominations shall be called for from the floor.
  - c. The three nominees that receive the most votes shall be declared elected.

**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 has 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 performing 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, appointment 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 any pastor.
- h. To emphasize partnership with the synod and churchwide units 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 is responsible for the financial and property matters of this congregation except for the funds and property under the control and management of the Endowment Council. To that extent:

- 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 the management of its business and fiscal affairs. It has the powers and is subject to the obligations that pertain to such boards under the laws of the State of North Dakota, 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 the congregation.
- c. The Congregation Council shall not have the authority to enter into contracts which are in conflict with the budget.
- d. The Congregation Council is responsible for the preparation of an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and but may not may incur obligations or expend funds in excess of the total budgeted nor in excess of anticipated income unless approved at a special congregation meeting called for that purpose. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership 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 benevolence monies to the synodical treasurer.
- f. The Congregation Council is responsible for this congregation's investments and its total insurance program.

**C12.06.** The Congregation Council shall see that the provisions of this "constitution and bylaws" and of the operating policy manual are carried out.

**C12.07.** The Congregation Council shall provide for an annual review of the membership roster.

**C12.08.** The Congregation Council shall be responsible for the employment and supervision of staff of this

congregation. Nothing in this provision shall be deemed to affect the 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.
- C12.10.** The Congregation Council shall have its regular meeting each month at a time and date to be determined by the president, unless cancelled by order of the president. Special meetings may be called by a pastor or by the president, and shall be called by the president at the request of five or more members. Notice of each special meeting shall be given to all who are entitled to be present.
- C12.11.** A quorum for the transaction of business is five voting members of the Congregation Council.
- C12.12.** A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the [senior] pastor or interim pastor, except when the [senior] 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 synodical bishop
- C12.13.** The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, and, to the extent permitted by state law, notice of all meetings may be provided electronically.

### **Chapter 13.**

#### **CONGREGATION COMMITTEES**

- C13.01.** The officers of this congregation and the Senior Pastor shall constitute the *Executive Committee*.
- C13.02.** An *Audit Committee* of three voting members shall be appointed by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with one member elected each year. Members shall be eligible for reappointment.
- C13.03.** When a pastoral vacancy occurs, the Congregation Council shall research alternatives and make recommendations to the congregation. When so indicated, a *Call Committee* of six or more voting members shall be appointed by the Congregation Council. Term of office will terminate upon installation of the newly called pastor.
- C13.04.** The Congregation Council is directed to create such additional regular or ad hoc committees as may be necessary for the efficient functioning of this congregation. One of the pastors shall always be designated as advisor to any committee created.
- C13.05.** The function and membership of each committee shall be prescribed in the Operating Policy Manual and may be altered as circumstances warrant. Membership on regular committees shall ordinarily include one or more members of the Congregation Council.

### **Chapter 14.**

#### **ORGANIZATIONS WITHIN THE CONGREGATION**

- C14.01.** All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meetings from time to time 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 the Policy Manual.

## **Chapter 15.**

### **DISCIPLINE OF MEMBERS AND ADJUDICATION**

- \*C15.01.** Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of the congregation, or willful and repeated harassment or defamation of member(s) of the congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15–17, proceeding through these successive steps, as necessary: a) private counsel and admonition by the pastor, b) censure and admonition by the pastor in the presence of two or three witnesses, c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.
- \*C15.02.** The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to \*C15.01. do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two ministers of Word and Sacrament). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- \*C15.03.** If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members, plus the nonvoting chair, comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- \*C15.04.** The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- \*C15.05.** By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
- a. suspension from the privileges of congregation membership for a designated period of time;
  - b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
  - c. termination of membership in the congregation; or

- d. termination of membership in the congregation and exclusion from the church property and from all congregation activities.
- \*C15.06. The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.
- \*C15.07. No member of the congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.
- \*C15.08. **Adjudication**
- \*C15.09. When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

## Chapter 16.

### AMENDMENTS

- \*C16.01. Unless provision \*C16.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least three voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the members of the proposal with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.
- \*C16.02. An amendment to this constitution, proposed under \*C16.01., shall:
  - a. be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those voting members present and voting;
  - b. be ratified without change at the next annual meeting by a two-thirds vote of those voting members present and voting; and
  - c. have the effective date included in the resolution and noted in the constitution .
- \*C16.03. Any amendments to this constitution that result from the processes provided in \*C16.01. and \*C16.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify the congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.
- \*C16.04. This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to the congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of at least two (2) voting members of the congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions

shall become effective immediately following a vote of approval.

## **Chapter 17.**

### **BYLAWS**

- \*C17.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- \*C17.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting.
- \*C17.03. Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- \*C17.04. Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

## **Chapter 18.**

### **CONTINUING RESOLUTIONS**

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

## **Chapter 19.**

### **INDEMNIFICATION**

- \*C19.01. Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Congregation Council member, Endowment 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 in partnership 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 synodical 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 synodical 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 synodical 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 synodical 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.

## **Chapter 21.**

### **OPERATING POLICY MANUAL**

- C21.01.** The Congregation shall adopt an Operating Policy Manual containing written policies relating to the functions and membership of the various committees and organizations of this congregation and relating to all specific standard operating procedures of continuing concern to the functions and ministry of this congregation.
- C21.02.** The procedure described in any of the Operating Policies may be amended by majority vote of the Congregation Council as the circumstances may require.

## **Chapter 22**

### **MISSION ENDOWMENT FUND AND MEMORIAL FUND**

- C22.01** A Mission Endowment Fund shall be maintained to receive and administer funds and property given to this congregation through gifts, bequests, wills and the like to enable the further growth of this congregation's ministries, stewardship, activities and projects beyond the operating budget of this congregation.
- C22.02** The Mission Endowment Fund shall be invested, administered and distributed in the manner and for the purposes as are stated in this chapter. The Mission Endowment Fund shall receive all donations, gifts, and contributions which (1) are designated by the donor to be deposited in the Mission Endowment Fund or (2) are not designated by the donor to be used for a specific purpose and are not otherwise used or appropriated by the Congregation Council within sixty (60) days of receipt. The principal of the Mission Endowment Fund shall be retained in perpetuity and only the income, as defined in this chapter, shall be used.
- C22.03** A separate Memorial Fund shall be maintained to receive all donations, gifts, and contributions which are designated by the donor for a specific purpose. Designated gifts will be accepted and used for the purpose intended, if at all possible. If the Endowment Council determines that the gift will not or cannot be used for the purpose given, the donor will be contacted, and approval to use the gift for undesignated purposes will be solicited. With approval from the Congregation Council, any funds or property received into the Memorial Fund which is not or cannot be used for the designated purpose shall be

transferred into the Mission Endowment Fund.

**C22.04** The Endowment Council shall be the custodian of the Mission Endowment Fund and the Memorial Fund.

- a. The membership of the Endowment Council shall consist of the church administrator, who shall be ex officio and non-voting, one of the pastors of the congregation, the president or another member of the Congregation Council and nine at-large voting members of the congregation elected by the congregation. Each at-large member of the congregation shall be elected to the Endowment Council for staggered terms of three years but may not be reelected to succeed him or herself for more than two consecutive terms.
- b. Three at-large voting members of the Endowment Council shall be elected at each annual meeting of the congregation by written ballot. The Endowment Council shall provide for the nomination of not less than one candidate for each office to be filled and names of all such nominees shall be included in the notice of the meeting that is required by the "Constitution and By-Laws." Additional nominations shall be called for from the floor. The three nominees that receive the most votes shall be declared elected.
- c. A member's place on the Endowment Council shall be declared vacant if the member a) ceases to be a voting member of this congregation, b) resigns, c) is absent from four successive regular meetings of the Endowment Council without cause or d) is removed by a majority vote of membership voting at a legally called congregational meeting.
- d. Should a member's place on the Endowment Council be declared vacant, the Endowment Council shall elect, by majority vote, a successor to serve out the remainder of the term.
- e. The Endowment Council may appoint non-voting ad hoc members to the Endowment Council.
- f. No Endowment Council member shall receive any compensation but may be reimbursed from the income of the Mission Endowment Fund for expenses reasonably incurred.
- g. The Endowment Council may establish such subcommittees as deemed necessary to fulfill its obligations. All subcommittees at all times shall be subject to the control and direction of the Endowment Council.

**C22.05** The Endowment Council shall elect from its at-large members, as officers of the Endowment Council, a chairperson, secretary, and treasurer.

- a. These officers shall be elected at the first Endowment Council meeting following the annual congregation meeting, and the officers shall serve a term of one year but may be reelected.
- b. The chairperson shall preside over the meetings of the Endowment Council. The chairperson, or another member designated by the chairperson, shall send gift acknowledgments to donors of the Mission Endowment Fund and the Memorial Fund.
- c. The secretary shall keep an accurate record of all Endowment Council proceedings and shall correspond as directed by the Endowment Council chairperson.
- d. The Parish Administrator shall serve as the treasurer of the Endowment Council. The treasurer shall supervise all income, investments, and disbursements for the Mission Endowment Fund and the Memorial Fund. The treasurer shall be bonded or otherwise insured in such amount as is deemed appropriate by the Congregation Council. Funds held by the treasurer shall be expended and disbursed only in accordance with decisions of the Endowment Council as approved, if necessary, by the Congregation Council. The treasurer shall present duly reviewed financial reports to the congregation's annual meeting and such further reports as may be required by the Endowment Council or Congregation Council.
- e. An at-large Endowment Council member may not serve concurrently on the Congregation Council.

**C22.06** The Endowment Council shall hold regular, quarterly meetings at a time and place to be determined by

the Endowment Council, and more frequently as it may be deemed necessary by the Endowment Council.

- a. Special meetings may be called by the Endowment Council chairperson or any two of its members on 24 hours written or oral notice to the Endowment Council members. The notice for each special meeting shall specify the purpose for which it is to be held. No other business shall be transacted.
- b. A quorum for the transaction of business shall be five voting members of the Endowment Council. The affirmative vote of a majority of the present and voting members shall carry any motion or resolution.

**C22.07**

The funds and property in the Mission Endowment Fund and the Memorial Fund shall be invested and kept in safekeeping only in such places as shall be approved by the Endowment Council, in accordance with the investment guidelines set forth in this chapter. All assets shall be invested with the care, skill and diligence that a prudent person acting in this capacity would undertake.

- a. The funds and property in the Memorial Fund shall be invested for the purpose of achieving competitive returns without exposure to undue risk, while at the same time keeping such funds and property readily accessible for the specific purposes designated by the donor.
- b. The funds and property in the Mission Endowment Fund shall be invested for the exclusive, long-term purpose of achieving competitive returns without exposure to undue risk, as defined in this chapter. Whereas it is understood that fluctuating rates of return are characteristic of the securities markets, the Endowment Council’s focus should be long-term appreciation of assets, promotion of programs supported by the congregation and consistency of total portfolio returns.
- c. When the balances of the Mission Endowment Fund and the Memorial Fund collectively exceed \$1,000,000, no more than one-half of the funds and property may be invested in any single instrument, fund or commodity.
- d. The following investment allocation restrictions shall apply to the Mission Endowment Fund once its balance exceeds \$500,000.

		Minimum	Target	Maximum
1)	Cash and cash equivalents	0%	5%	15%
2)	Fixed Income	30%	40%	70%
3)	Equities	30%	55%	70%
4)	International Equities	0%	5%	15%

And at least on a yearly basis these allocations shall be reviewed and adjusted.

- e. The Endowment Council should maintain equity investments at a risk level roughly equivalent to that of the equity market as a whole. Equity holdings may be selected from the New York, American and Regional Stock Exchanges or the NASDAQ markets. The Endowment Council is prohibited from investing in private placements, letter stock, and options; or from engaging in short sales, margin transactions or other specialized investment activities. No assets will be invested in securities who issuers have filed a petition for bankruptcy.
- f. The Endowment Council may maintain an International equity portfolio of individual publicly traded equity securities or an International Mutual Fund consisting of companies domiciled outside of the United States, primarily in countries included in the MSCI EAFE Index, representing industrialized nations. Investments may include foreign traded securities as well as American Depository Receipts (ADRs). The International Equities portion of the portfolio

will be reported and measured against the market as represented by the MSCI EAFE Index. The Endowment Council is prohibited from investing in private placements, letter stock, and options; or from engaging in short sales, margin transactions or other specialized investment activities. No assets will be invested in securities whose issuers have filed a petition for bankruptcy.

- g. Investments in fixed income securities may be managed actively to pursue opportunities presented by changes in interest rates, credit ratings, and maturity premiums. The Endowment Council may select from appropriately liquid preferred stocks, corporate debt securities, obligations of the U.S. Government and its agencies, certificates of deposits, and securities convertible to equities. These investments will be subject to the following limitations:
  - 1) Investments in securities of a single issuer (with the exception of the U.S. Government, its agencies and Federally Insured Certificates of Deposit) shall not exceed 10% of the market value of the Mission Endowment Fund's or the Memorial Fund's respective fixed income portfolios.
  - 2) Only corporate issues that meet or exceed a credit rating of A from Standard and Poor's and/or an A rating from Moody's, may be purchased. Any corporate issue downgraded below these standards shall be brought to the attention of the Endowment Council. Approval from the Congregation Council must be obtained in order to hold any such issue.
  - 3) Preferred stocks must be rated A or better by Moody's and/or Standard and Poor's at the time of purchase.

The Endowment Council shall be prohibited from investing in private placements, and from speculating in fixed income or interest rate futures. No derivative instruments or strategies which make use of derivatives which would cause the Mission Endowment Fund or the Memorial Fund portfolios to be in any way leveraged may be used.

- h. The Endowment Council may invest in commercial paper, repurchase agreements, Treasury Bills, certificates of deposit, and money market funds to provide income, liquidity for expense payments, and preservation of the Mission Endowment Fund's and the Memorial Fund's principal values. Commercial paper assets must be rated A1/A2 or P1/P2 by Standard & Poor's and Moody's, respectively. The Endowment Council may not purchase short-term financial instruments considered to contain speculative characteristics (uncertainty of principal and/or interest). The Endowment Council also may not invest more than 10% of the Mission Endowment Fund's or the Memorial Fund's respective market values in the obligations of a single issuer, with the exception of the U.S. Government and its agencies' certificate of deposits. Un-invested cash reserves should be kept to minimum levels.
- i. The Endowment Council will not purchase or retain donated assets without unanimous written consent of the voting members of the Endowment Council. Investments in options or futures contracts are also prohibited. Securities of foreign companies traded on foreign stock exchanges and investments not specifically addressed in this chapter may be purchased only with approval of the Congregation Council.

**C22.08** The income of the Mission Endowment Fund shall be used for ministries, stewardship, activities and projects, beyond the operating budget of this congregation, that will further the religious or charitable purposes of Good Shepherd Lutheran Church, in accordance with the following granting guidelines.

- a. The Endowment Council shall determine the market value of the Mission Endowment Fund as of September 30 in each calendar year. The Endowment Council shall then compute an average

market value, based upon the three most recent September 30 market value determinations, and may then distribute up to ten percent (10%) of that average market value during the following calendar year for such ministries, stewardship, activities and projects. The Endowment Council should strive to distribute five percent (5%) of the average market value each year, but may distribute more or less depending on the performance of the Mission Endowment Fund and availability of worthy ministries, stewardship, activities and projects acceptable to the Endowment Council. The total amount of anticipated distributions shall be incorporated into a budget and presented to the congregation at the annual meeting. For purposes of the Mission Endowment Fund, the percentage of average market value budgeted by the Endowment Council for distribution, and approved by the congregation, shall be deemed income.

- b. The Endowment Council shall establish a formal granting process whereby the pastors, staff, Congregation Council and members of Good Shepherd Lutheran Church can submit requests, for consideration by the Endowment Council, for such distributions from the Mission Endowment Fund.
- c. Grant requests must meet the following criteria:
  - 1) The requests must be sponsored by a member of Good Shepherd Lutheran Church.
  - 2) The requests may not be for activities or projects that are a part of the normal operating budget for Good Shepherd Lutheran Church.
  - 3) The requests must be for a one-time funding for an activity or to establish a project, and not for an on-going commitment.
  - 4) Grants to persons or agencies outside of Good Shepherd Lutheran Church should be for new programs, and not for normal operating budgets.
- d. All grant requests and distributions from the Mission Endowment Fund authorized by the Endowment Council must be approved, prior to any payments, by the Congregation Council; however, notwithstanding any other provisions to the contrary in this chapter, the Endowment Council does not need to obtain approval from the Congregation Council for any disbursement, payment or other transfer of Mission Endowment Fund assets in an amount less than \$1,000.
- e. All checks and other documents transferring or expending any funds or assets of the Mission Endowment Fund shall be executed by the treasurer and the chairperson of the Endowment Council; however, all checks and other documents transferring or expending any funds or assets of the Mission Endowment Fund for distributions requiring approval from the Congregation Council shall be executed by the chairman of the Endowment Council and the president of the Congregation Council.

**C22.09** The Endowment Council and the pastors and any staff of Good Shepherd Lutheran Church may distribute portions of the Memorial Fund at such times as reasonable or necessary to fulfill the specific purposes of the respective donors;

**C22.10** All funds and property in the Mission Endowment Fund and the Memorial Fund shall be kept and maintained separate, distinct, and independent from the other funds and property belonging to the church. The Endowment Council may manage other church funds or property upon request from the Congregation Council. The Endowment Council shall maintain accounts with such financial institutions as it may by resolution authorize and determine.

**C22.11** The Endowment Council shall maintain complete and accurate books of accounts and may employ such professional help as it deems necessary.

**C22.12** The Endowment Council shall, at each annual congregation meeting, render a full and complete account of the administration of the Mission Endowment Fund and Memorial Fund during the preceding year.

- C22.13** The Endowment Council shall maintain a high degree of communication with the Congregation Council, other organizations within Good Shepherd Lutheran Church, and members of the congregation to nurture the total life and mission of the church and of the Memorial Fund and Mission Endowment Fund.
- C22.14** No member of the Endowment Council shall engage in any self-dealing or transactions with the Mission Endowment Fund or the Memorial Fund, and members shall at all times refrain from any conduct in which their personal interest would conflict with the interests of those Funds.
- C22.15** The Endowment Council shall not be liable for any losses which may be incurred upon investments of the Mission Endowment Fund or the Memorial Fund except to the extent that such loss shall have been caused by bad faith or gross negligence of the committee members. No member who acts in good faith and with ordinary prudence in discharging the duties of the office shall be personally liable. A committee member shall be liable only for his or her 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.
- C22.16** To the extent consistent with this constitution, the Endowment Council shall have all powers and authority necessary to carry out the purposes of the Mission Endowment Fund and Memorial Fund, including the following:
- a. To take, have and hold on behalf of this congregation, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to handle, manage and control the Funds, or any part thereof, as they in their judgment and discretion shall deem wise and prudent;
  - b. To retain any property in the form in which received; to convert and reconvert the Funds, or any part thereof, into other kinds and forms of property whether real, personal or mixed; and to invest or reinvest the Funds or assets therein, or any part 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 any common trust fund, mutual fund, or any like fund, subject to the usual standards of prudence required of trustees of similar funds;
  - c. To receive the income, profits, rents and proceeds of the Funds and pay all administrative and necessary expenses in connection with them. Expenses are to be paid from the Funds' income;
  - d. To make, execute and deliver all instruments necessary or proper for the accomplishment of the purposes of the Funds or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, assignments, conveyances, contracts, purchase agreements, waivers, releases, and settlements;
  - e. To contribute, donate, support, or distribute, from time to time, for the purposes herein stated, such payments or amounts as the Endowment Council in its discretion shall determine consistent, so far as practicable, with the recommendations of this congregation as to the use of Funds' income;
  - f. To determine what is principal and income according to accounting procedures;
  - g. To hold investments in the name of Good Shepherd Lutheran Church on behalf of this congregation and to sign checks and all other necessary documents on behalf of this

congregation in furtherance of the Funds' purposes;

- h. To employ and reasonably compensate, from the Funds' income, accountants, agents, and attorneys to assist and advise in the execution of the Funds, 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. The Endowment Council may employ, at the expense of the Funds' income, such professional counseling on investments and legal matters as it deems to be for the best interests of the Funds;
- i. To administer the funds and property of the Mission Endowment Fund, the Memorial Fund, and any other funds or property held by the Endowment Council as a single fund, so long as the committee records at all times accurately reflect the receipts and disbursements properly allocable to each fund and the property in each fund.
- j. The Endowment Council, on behalf of the congregation, may, in its discretion, accept grants, contributions, and bequests made in fee or in trust and shall use the accepted grants, contributions, and bequests, or the proceeds hereof and the income there from, for the purposes of the Funds;
- k. The Endowment Council shall have no obligation to determine the value of any non-cash gift;
- l. The Endowment Council may reject any gift; and
- m. The Endowment Council may, upon a two-thirds majority vote of those voting members present and voting at a legally called congregation meeting, loan some or all of the principal of the Funds to the congregation, with or without interest, upon terms acceptable to the Endowment Council and Congregation Council.

**C22.17** Any gifts given to the Mission Endowment Fund or Memorial Fund, as well as all income derived therefrom, shall be used exclusively for religious, charitable and education purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The Mission Endowment Fund and Memorial Fund are created, and shall be operated, exclusively for church purposes. No part of the income or property of either 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 Endowment Council 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 either 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 other provision of this document, neither the Mission Endowment Trust Fund nor the Memorial Fund shall (a) 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 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) do any act which would render contributions to the Funds non-deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**C22.18** The Mission Endowment Fund and Memorial Fund may be dissolved in accordance with the laws of the State of North Dakota. Upon dissolution of either Fund, and after payment of all liabilities, obligations, costs and expenses incurred by such 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 1986 or the corresponding provision of any future United States Internal Revenue Law.

**Be it further resolved,** that until the foregoing amendment to the constitution of this congregation has been approved and ratified by the congregation and the Western North Dakota Synod, as set forth in the constitution, the Congregation of Good Shepherd Lutheran Church, Bismarck, North Dakota, hereby establishes a Mission Endowment Fund and Memorial Fund, adopts the foregoing Chapter 22 as a Bylaw of this congregation to serve as a guideline for the investment, administration and distribution of the Mission Endowment Fund and Memorial Fund and establishes an endowment committee to serve in the role of the Endowment Council as provided in said Chapter 22.