

**CONSTITUTION  
FOR  
ZION LUTHERAN CHURCH  
OF THE  
EVANGELICAL LUTHERAN  
CHURCH IN AMERICA®**



**2009**

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## INTRODUCTION

The *Model Constitution for Congregations of the Evangelical Lutheran Church in America* originally was adopted by the Constituting Convention of this church in Columbus, Ohio, on April 30, 1987. This was done as required by the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

This current edition of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* contains changes adopted by the 1989, 1991, 1993, 1995, 1997, 1999, 2001, 2003, 2005, and 2007 Churchwide Assemblies.

The model is consistent with the requirements of the constitutional governing documents of the ELCA's churchwide organization and synods.

➤ **Required provisions:** Sections of this constitution marked by an asterisk [\*] are required when a congregation amends its governing documents. These sections must be used without alteration or amendment of the text in any manner (neither additions nor deletions). This is in keeping with provision 9.52. in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. This provision stipulates that when a congregation of this church "wishes to amend any provision of its governing documents, the governing documents of that congregation shall be so amended to conform to 9.25.b." in the churchwide constitution. The provisions herein marked by an asterisk are those that are indicated as required in ELCA constitutional provision 9.25.b.

➤ **Review by synod:** In keeping with provisions that apply to all congregations of this church, each congregation is to provide a copy of its governing documents to the synod. As specified by ELCA bylaw 9.53.03. (numbering as listed in the 1991 and subsequent editions):

All proposed changes in the constitution or incorporation documents of a congregation shall be referred to the synod with which the congregation is affiliated. The synod shall approve or disapprove the proposed changes within 120 days of receipt thereof, and shall notify the congregation of its decision; in the absence of a decision, the changes shall go into effect.

➤ **Codification explanation:** A numerical codification indicates (a) general subject, (b) constitutional provisions, (c) bylaws, and (d) continuing resolutions.

a. Major sectors are designated as chapters. The chapter designation becomes the first number in the codification sequence and is followed by a period. Thus, provisions in "Chapter 8. Membership" are preceded by "8."

b. Constitutional provisions are codified with two sets of numbers: the chapter number and a two-digit number preceding the second period in the codification. Thus, one constitutional provision related to "Membership" is codified \*C8.02.

c. Bylaw provisions are codified with three sets of numbers: the chapter number, the related constitutional provision number, and a two-digit number. Thus, one bylaw provision related to "Membership" would be codified C8.02.01. Because bylaws and continuing resolutions normally are so specifically related to details of each congregation's organization, operation, and life, no model set of bylaws or continuing resolutions is provided. Each

congregation may develop its own bylaws and continuing resolutions, but no such bylaws or continuing resolutions may conflict with this constitution, the constitution and bylaws of the Evangelical Lutheran Church in America, and the constitution of the synod, as indicated in \*C6.03.e.

- d. The Congregation Council may adopt “continuing resolutions,” which may provide descriptions of operational patterns or of the ongoing responsibilities of committees or other units within the organizational structure of the congregation. Within the governing documents of a congregation, continuing resolutions are the provisions most easily amended. Unlike constitutional provisions and bylaws, continuing resolutions may be updated regularly by the Congregation Council without the necessity of calling a regular or special Congregation Meeting. Continuing resolutions also are codified with three sets of numbers except that the third set is preceded by a capital letter. Thus, a continuing resolution might be numbered C13. to designate the chapter; C13.07. to designate the subject matter within the chapter; and the third set might be numbered A07. in the codification C13.07.A07. to indicate by the “A” that it is the first continuing resolution regarding that subject and to indicate by the “07” that it was adopted in 2007.

➤ **Ease of use:** The provisions of your congregation’s constitution, the bylaws, and the continuing resolutions that pertain to the same matter should be placed together for clarity and ease in use.

If chapter numbers are considered the major sequence number, constitution numbers as a fraction of the chapter number, and bylaw numbers as a fraction of the constitution number, then the codification can be said to provide a progressive sequence. Thus, \*C5.01. will precede C5.03.10., and C9.11.16. will precede \*C9.13.

All provisions in the *Model Constitution for Congregations* are prefaced with “C” to distinguish these provisions from comparable ones in the synodical and churchwide constitutions.

➤ **Missing numbers:** As you work with the *Model Constitution for Congregations*, you may notice that certain numbers seem to be missing from the numbering sequence in some chapters. That is intentional. In the style followed here, the number “.10.” and multiples thereof have been reserved for possible use as section headings in future editions. Therefore, in the sequence, for example, of Chapters 1, 9, and 12, these “.10.” numbers do not appear.

➤ **Selection of options:** Alternatives are provided in certain places within the model. Those are noted by square brackets. For example, \*C9.01. offers the alternative of election of a call committee by the congregation or by the Congregation Council. One alternative should be chosen in each instance where square brackets appear in the text.

Optional texts are provided in separate paragraphs in Chapters 11 and 12 regarding the Congregation Council and its membership. Each congregation will need to select one of those options for council membership or a variation thereof,

subject to approval through the synod's constitutional review process.

➤ **References to church:** In the governing documents, "Church" with a capital letter is used in references to the one, holy, catholic, and apostolic Church. In references to the Evangelical Lutheran Church in America, the words "church" and "this church" in lower case letters are employed, although, for clarity in this constitution, the full name or "ELCA" normally is used.

The specific congregation may be identified, as provided in C1.02., as "this congregation."

➤ **Guidelines:** A list of guidelines for a congregation engaging in review and amendment of its constitution is available through each synod office and on the ELCA Web site ([www.elca.org/secretary/Constitutions/ModelGuide.pdf](http://www.elca.org/secretary/Constitutions/ModelGuide.pdf)).

The task of amending a constitution is not easy. It is, however, an important endeavor that merits thoughtful work. In your constitutional responsibilities, God grant you wisdom, mutual love, clear understanding of good order, and commitment to the unity of this church in faithful witness to our Lord and Savior, Jesus Christ.

THE REV. LOWELL G. ALMEN  
Secretary  
Evangelical Lutheran Church in America

August 20, 2007

**CONSTITUTION  
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ZION LUTHERAN CHURCH  
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**\*PREAMBLE**

We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together to preach the Word, administer the sacraments, and carry out God's mission, do hereby adopt this constitution and solemnly pledge ourselves to be governed by its provisions. In the name of the Father and of the Son and of the Holy Spirit.

**Chapter 1.**

**NAME AND INCORPORATION**

- C1.01.** The name of this congregation shall be Zion Lutheran Church.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Zion Lutheran Church is hereinafter designated as "this congregation."
- C1.11.** This congregation shall be incorporated under the laws of the State of Wisconsin.

**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.

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\* Required provision

- 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. 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.

#### **Chapter 4.**

##### **STATEMENT OF PURPOSE**

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

- sick and the suffering, and participate responsibly in society.
  - g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.
  - h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
  - i. Foster and participate in ecumenical relationships consistent with churchwide policy.
- \*C4.04.** This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. Such descriptions shall be contained in continuing resolutions in the section on the Congregation Council.
- \*C4.05.** This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

**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 or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;
  - d. adopt amendments to the constitution, as provided in Chapter 17, and amendments to the bylaws, as specified in Chapter 16.
  - e. approve the annual budget;
  - f. acquire real and personal property by gift, devise, purchase, or other lawful means;
  - g. hold title to and use its property for any and all activities consistent with its purpose;
  - h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;

- i. elect its Congregation Council, boards, and require them to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions; and
  - j. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- \*C5.04.** This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the Northwest Synod of Wisconsin 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 Northwest Synod of Wisconsin 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 clergy roster 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.
  - d. This congregation agrees to consider associates in ministry, deaconesses, and diaconal ministers 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 desire of this congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of this congregation by a two-thirds majority of the voting members present.
  - b. The secretary of this congregation shall submit a copy of the resolution to the synodical bishop and shall mail a copy of the resolution to voting members of this congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
  - c. The bishop of the synod shall consult with this congregation during a period of at least 90 days.
  - d. If this congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds majority of the voting members present, at which meeting the bishop of the synod or an authorized representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.
  - e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between this congregation and the Evangelical Lutheran Church in America shall be terminated.
  - f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and published in the periodical of this church.
  - g.<sup>1</sup> Since this congregation was a member of the Lutheran Church in America, it shall be required, in addition to the foregoing provisions in \*C6.05., to receive synodical approval before terminating its membership in the Evangelical Lutheran Church in America.
- \*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.

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<sup>1</sup> *This provision is to be used in the constitutions of all congregations that formerly were a part of the Lutheran Church in America, in accord with provision 9.62.g. in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.*

- \*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 program unit of the churchwide organization before any steps are taken leading to such an action.

## **Chapter 7.**

### **PROPERTY OWNERSHIP**

- \*C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Northwest Synod of Wisconsin 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 a two-thirds majority 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. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Northwest Synod of Wisconsin.
- \*C7.04. If a two-thirds majority 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, 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.
  - d. **Associate** members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, or persons who wish to retain a relationship with this congregation while being members of other congregations. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation.
- \*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 by the Congregation Council; or
  - e. removal from the roll due to inactivity as defined in the 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.**

### **THE PASTOR**

- \*C9.01.** Authority to call a pastor shall be in this congregation by at least a two-thirds majority ballot vote of members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by this congregation to recommend the call, shall seek the advice and help of the bishop of the synod.
- \*C9.02.** Only a member of the clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers 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 ordained minister shall:
    - 1) preach the Word;
    - 2) administer the sacraments;
    - 3) conduct public worship;
    - 4) provide pastoral care; and
    - 5) 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 ordained minister with a congregational call shall, within the congregation:
    - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
    - 2) supervise all schools and organizations of this congregation;
    - 3) install regularly elected members of the Congregation Council; and
    - 4) with the council, administer discipline.
  - c. Every pastor shall:
    - 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
    - 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
    - 3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and
    - 4) endeavor to increase the support given by the congregation to the work of the churchwide organization of the Evangelical

Lutheran Church in America (ELCA) and of the Northwest Synod of Wisconsin 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.**
- a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which, except in the case of the death of the pastor, shall be terminated only following consultation with the synodical bishop and 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, 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, without reflection on the competence or the moral and spiritual character of the pastor;
    - 4) the physical or mental incapacity of the pastor;
    - 5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty;
    - 6) the dissolution of the congregation or the termination of a parish arrangement; or
    - 7) suspension of the congregation as a result of discipline proceedings.
  - b. When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office have come to the attention of the bishop of the synod, the bishop in his or her sole discretion may, or 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 shall, investigate such conditions personally in company with a committee of two ordained ministers and one layperson.
  - c. In case of alleged physical or mental incapacity, competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod with the advice of the committee shall declare the pastorate vacant. Upon the restoration of a disabled pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.
  - d. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be

heard, after which the bishop of the synod together with the committee described in \*C9.05.b. shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority 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 simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.

- e. If, in the course of proceedings described in \*C9.05.d., the committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action to the synodical bishop, who may bring charges in accordance with the provisions of the constitution and bylaws of the Evangelical Lutheran Church in America and the constitution of this synod.
- f. If, following the appointment of the committee described in \*C9.05.b. or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation(s) being served by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service in the congregation(s) without prejudice and with pay provided through a joint synodical and churchwide fund and with housing provided by the congregation(s).

**\*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 ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.

**\*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 shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.
- \*C9.14. The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.
- C9.20. Ecumenical pastoral ministry**
- C9.21.** Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, an ordained minister 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 ordained minister in a form proposed by the synodical bishop and approved by the congregation.

## **Chapter 10.**

### **CONGREGATION MEETING**

- C10.01.** The annual meeting of this congregation shall be held at a time specified in the bylaws.

- C10.02.** A special Congregation Meeting may be called by the pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of the congregation upon the written request of ten percent of the confirmed members on the active roll of the voting members. 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.** Written notice of all regular or special meetings of this congregation specifying the date, hour, and place of such meeting of the voting members of this congregation shall be given at the direction of the secretary of this congregation at the services of worship on the preceding two consecutive Sundays and either in a regular publication, including the newsletter issued by this congregation, or by separate letter to all households in this congregation having at least one voting member at least 10 days in advance of the date of the meeting and 20 days in advance of the date of an election meeting. The posting of such notice in the regular U.S. mail, with the regular postage affixed or paid, sent to the last known address of such members shown in the records of the congregation shall be sufficient.
- C10.04.** The confirmed voting members on the active roll who are present, regardless of number, 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 voting members present and voting, except as otherwise provided in this constitution or by state law.
- C10.07.** *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

## **Chapter 11.**

### **OFFICERS**

- C11.01.** The officers of this congregation shall be a president, *ex officio* president, vice president, Congregation Council secretary, and treasurer.
- a. Duties of the officers shall be specified in the bylaws.
  - b. The officers shall be voting members of the congregation.
  - c. Officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council.
  - d. If the Congregation Council elects its officers, the president, vice president, secretary, and treasurer shall be selected from the elected membership of the Congregation Council.
- C11.02.** The pastor shall be *ex officio* president of the congregation and the

Congregation Council. The Congregation Council shall elect by written ballot the other officers of the congregation who shall serve for one year or until their successors are elected. Their terms shall begin at the close of the annual meeting at which they are elected.

- C11.03.** No officer shall hold more than one office at a time. No elected officer shall be eligible to serve more than two consecutive terms in the same office.

## **Chapter 12.**

### **CONGREGATION COUNCIL**

- C12.01.** The voting membership of the Congregation Council shall consist of the pastor, the officers of the congregation, and not more than 12 nor fewer than 9 members of the congregation. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council without cause. Consistent with the laws of the state in which this congregation is incorporated, the congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.
- C12.02.** The members of the Congregation Council except the pastor shall be elected by written ballot to serve for three years or until their successors are elected. Such members shall be eligible to serve no more than two full terms consecutively. Their terms shall begin at the close of the annual meeting at which they are elected. Newly elected Congregation Council members shall be installed at a worship service the Sunday prior to the date of the next scheduled meeting of the Congregation Council.
- C12.03.** Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting.
- C12.04.** The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:
- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
  - b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
  - c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.

- d. To maintain supportive relationships with the pastor and staff and help them annually to evaluate the fulfillment of their calling or employment.
- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. To emphasize partnership with the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
- i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

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

- a. The Congregation Council shall be the board of directors of this congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Wisconsin, 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 may enter into contracts of up to two percent of the annual budget for items not included in the budget.
- d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than two percent in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the synod and churchwide organization.
- e. The Congregation Council may incur obligations or may enter into contracts of up to five percent of the adopted budget as determined at the previous annual meeting in the event of an emergency

situation. The designation of an emergency situation shall be limited to major mechanical, (such as electrical, plumbing, heating, air conditioning), or structural damage or failure.

- f. 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.
  - g. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
- C12.06.** The Congregation Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.
- C12.07.** The Congregation Council shall provide for an annual review of the membership roster.
- C12.08.** The Congregation Council shall be responsible for the employment and supervision of the salaried lay workers of this congregation.
- C12.09.** The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.
- C12.11.** The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present at least 48 hours before such meeting is to be held by e-mail, personal contact, phone message, or hand delivered message.
- C12.12.** A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the pastor or interim pastor, except when the pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synodical bishop.

### **Chapter 13.**

#### **CONGREGATION COMMITTEES**

- C13.01.** The officers of this congregation and the pastor shall constitute the *Executive Committee*.
- C13.02.** Duties of the *Nominating Committee* shall be specified in the bylaws.
- C13.03.** Duties of the *Audit Committee* shall be specified in the bylaws.
- C13.04.** A *Mutual Ministry Committee* (in the absence of a mutual ministry

committee, the duties shall be fulfilled by the executive committee) shall be appointed jointly by the president and the pastor. Term of office shall be two years, with three members to be appointed each successive year.

- C13.05.** When a pastoral vacancy occurs, a *Call Committee* of six voting members shall be elected by this congregation. Term of office will terminate upon installation of the newly called pastor.
- C13.06.** Other committees of this congregation may be formed, as the need arises, by decision of the Congregation Council.
- C13.07.** Duties of committees of this congregation shall be specified in the bylaws.
- C13.08.** The pastor of this congregation shall be *ex officio* a member of all committees and boards of the congregation.

#### **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 meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.
- C14.02.** Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council and specified in a continuing resolution.

#### **Chapter 15.**

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

- \*C15.01.** Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the Congregation Council. If, for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, the president (if not the pastor) or vice president shall administer such admonitions.
- \*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 discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be prepared by member(s) of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Congregation Council of the need to issue a written citation to the accused and the accusers that specifies the time and place of the hearing before the Congregation Council. The written charges shall accompany the written citation to the accused. The written citation that specifies the time and place of the hearing before the Congregation Council and requests the presence of a member charged with the offense shall be sent at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Congregation Council may proceed with the hearing and may pass judgment in the member's absence.

- \*C15.03. Members of the Congregation Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Congregation Council are disqualified from voting upon the question of the guilt of the accused member. Should the allegations be sustained by a two-thirds majority vote of the members of the Congregation Council who are not disqualified but who are present and voting, and renewed admonition prove ineffectual, the council shall impose one of the following disciplinary actions:
  - a. censure before the council or congregation;
  - b. suspension from membership for a definite period of time; or
  - c. exclusion from membership in this congregation.Disciplinary actions b. and c. shall be delivered to the member in writing.
- \*C15.04. The member against whom disciplinary action has been taken by the Congregation Council shall have the right to appeal the decision to the Synod Council. Such right may not be abridged and the decision of the Synod Council shall be final.
- \*C15.05. Disciplinary actions may be reconsidered and revoked by the Congregation Council upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.
- \*C15.06. For disciplinary actions in this congregation, "due process" shall be observed as specified in 20.41.04. in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.*
- \*C15.07. No member of a congregation shall be subject to discipline for offenses that the Congregation Council has previously heard and decided, unless so ordered by the Synod Council after an appeal.
- \*C15.10. **Adjudication**
- \*C15.11. When there is disagreement among factions within this congregation

on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

## **Chapter 16.**

### **BYLAWS**

- \*C16.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- \*C16.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.
- \*C16.03. Changes to the bylaws may be proposed by any voting member provided, however, 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 and that the Congregation Council notify the congregation's members by mail of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting.
- \*C16.04. Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

## **Chapter 17.**

### **AMENDMENTS**

- \*C17.01. Unless provision \*C17.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least five voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members by mail of the proposal together with the council's recommendations at least 30 days in advance of the meeting.
- \*C17.02. An amendment to this constitution, proposed under \*C17.01., shall:
  - a. be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those present and voting;
  - b. be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting; and

- c. have the effective date included in the resolution<sup>2</sup> and noted in the constitution.
- \*C17.03.** Any amendments to this constitution that result from the processes provided in \*C17.01. and \*C17.02. shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution and bylaws of the Evangelical Lutheran Church in America or the constitution of the Northwest Synod of Wisconsin of the ELCA.
- \*C17.04.** 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—by a simple majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail 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 five 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 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

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<sup>2</sup> *Such an effective date must be stated in relation to the requirements of \*C17.03. to allow time for synodical review of the amendment.*

that such person is or was a Congregation Council member, officer, employee, agent, or other member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

## **Bylaws**

### **Chapter 4. ZION LUTHERAN ENDOWMENT**

C4.04.01 Mission Statement: The mission of the Zion Mission Endowment Fund is to encourage Christian stewardship and to enhance the outreach ministry of the congregation by providing an orderly method for receiving and administering gifts bequeathed to the church through wills and other forms of estate planning.

#### **C4.04.02 AMENDMENT TO CONGREGATIONAL BYLAWS**

C.4.04.03 The Zion Mission Endowment Fund, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by this congregation, shall be established.

#### **C4.04.04 RESOLUTION TO IMPLEMENT THE ZION MISSION ENDOWMENT FUND**

C.4.04.05 WHEREAS, Christian stewardship involves the faithful management of all the gifts God has given to humankind - the created world, the Gospel, life, time, abilities, money, including accumulated, inherited and appreciated resources; and

C.4.04.06 WHEREAS, the Scriptural principle of proportionate giving, to return to the Lord a portion of the gifts God has first given to his beloved children, is both a privilege and an appropriate response in all times and circumstances; and

C.4.04.07 WHEREAS, Christians can give to the work of the church through bequests in wills, assignment of life insurance, charitable gift annuities, charitable remainder and other trusts, assignment of certificates of deposit, and transfers of property (cash, securities, bonds, real estate); and

C.4.04.08 WHEREAS, it is the desire of Zion Lutheran Church to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion to our Lord as expressed by the donors and in accord with the policies of this congregation;

C.4.04.09 THEREFORE BE IT RESOLVED, that this congregation in annual meeting on January 29, 2006, approve and establish on the records of the church a new and separate fund to be known as the Zion Mission Endowment Fund [hereafter called the Z.M.E.F].

C.4.04.10 BE IT FURTHER RESOLVED, that the purpose of the Z.M.E.F. is to enhance the outreach ministry of this congregation apart from the current operating budget of this congregation; that no portion of the income generated by the Z.M.E.F. shall be used for current operating or benevolence expenses.

C.4.04.11 BE IT FURTHER RESOLVED, that the distribution from all unrestricted gifts and bequests to the Endowment Fund shall be transferred periodically and used for outreach ministries. After being vested for a term of 33 and 1/3 years certain, each principal gift not designated in perpetuity by its giver shall be rolled-over and be placed in the Vision Ministry Fund, where its entire remainder is used;

C.4.04.12 BE IT FURTHER RESOLVED, that the Z.M.E.F. Committee shall be the custodian of the Z.M.E.F.;

C.4.04.13 BE IT FURTHER RESOLVED that Memorial Gifts, both those which are endowed in perpetuity and others which may be "flow through" gifts, being consistent with the congregation's outreach ministry, be administered by the Committee;

C.4.04.14 BE IT FURTHER RESOLVED, that the following Plan of Operations is set forth for the administration and management of the Z.M.E.F. Committee.

#### C.4.04.15 A. PLAN OF OPERATION

C.4.04.16 A.1 The Z.M.E.F. Committee shall consist of five members, all of whom shall be voting members of Zion Lutheran Church. Except as herein limited, the term of each member shall be three years. Upon adoption of this resolution by the congregation, it shall elect five members to the Committee: two for a term of three years; two for a term of two years; and

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

- C.4.04.05 A.2 If a member has two or more non-excused absences, that member shall be considered to have resigned from this Committee. In the event of a vacancy on the Committee, the church council shall appoint a member to fill the vacancy until the next annual meeting of the congregation at which time the congregation shall elect from the nominees of the church council a member to fulfill the term of the vacancy.
- C.4.04.05 A.3 The Committee shall meet at least twice per year, or more frequently as deemed by it and/or the church council as in the best interest of the congregation.
- C.4.04.17 A.4 A quorum shall consist of three members. When only three members are present, a unanimous vote shall be required to carry any motion or resolution.
- C.4.04.18 A.5 The plan for distribution of the funds from the Z.M.E.F. is to be accepted by the congregation at the annual meeting, within the guidelines of Sections B and C of this document, as recommended by the Committee and approved by the church council. The distribution may contain a contingent amount which may be disbursed as required during the year, to fulfill congregational approved applications.
- C.4.04.19 A.6 The Committee shall elect from its membership a chairperson, recording secretary and financial secretary. The chairperson, or member designated by the chairperson, shall preside at all committee meetings.
- C.4.04.20 A.7 The recording secretary shall maintain complete and accurate minutes of all meetings and supply a copy thereof to each member. Each member shall keep a complete copy of the minutes to be delivered to his or her successor. The recording secretary shall also supply a copy of the minutes to the church council.
- C.4.04.21 A.8 The financial secretary will work with the church council treasurer in maintaining and coordinating complete and accurate accounts and shall authorize all fund transfers to the church council and co-execute all transactions and/or other necessary documents on behalf of the

congregation in furtherance of the purposes of the Z.M.E.F. The books shall be audited tri-annually by a certified public accountant and annually by persons appointed by the church council, who are not involved with the Committee.

- C.4.04.22 A.9 The Committee shall report on a quarterly basis to the church council and, at each annual meeting of the congregation, shall render a full and complete audited account of the administration of the Z.M.E.F. during the preceding year.
- C.4.04.23 A.10 The Committee may request other members of the congregation to serve as advisory members or as sub-committees, and with church council approval at the expense of Z.M.E.F. income, may provide for such professional counseling on investments and on legal or financial matters as it deems to be in the best interest of the Z.M.E.F.
- C.4.04.24 A.11 The Committee members shall not be liable for any losses which may be incurred upon the investments of the assets of the Z.M.E.F. except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable unless that member acts in bad faith or with gross negligence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or transactions with the Z.M.E.F. in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the Z.M.E.F..
- C.4.04.25 A.12 All assets are to be held in the name of Zion Mission Endowment Fund or in the name of the ELCA for the benefit of Zion Lutheran Church.
- C.4.04.26 A.13 The committee with execution by a delegated member of the Committee shall hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects manage and control the assets of the Z.M.E.F., including any other form of property whether real or personal, tangible or intangible, and/or domestic or foreign, including, but not limited to real estate, oil, gas and other natural resources, and/or accounts in the ELCA Mission Investment Funds, certificates of banks or other lending institutions, and securities bonds, debentures, mortgages, or notes, as in their judgment and discretion they deem wise and prudent.
- C.4.04.27 A.14 Any single investment of an amount greater than 10% of the Fund's assets must be approved or rejected by the executive committee of

the church council on or before ten days from date of written request. If no action is taken by the executive committee, the Committee may proceed as if the recommendation is approved.

C.4.04.28 A.15 Neither principal nor income of the Z.M.E.F. is intended to be used as a source of personal and/or corporate loans or grants to members of the Committee, employees or members of Zion Lutheran church or to contributors to the Z.M.E.F., except those consistent with the purpose and objectives in accordance with sections B and C of this resolution.

#### C.4.04.29 B. PLAN FOR DISTRIBUTION

C.4.04.30 B.1 The Committee shall determine the annual distribution of the Zion Mission Endowment Fund based on the total value of the fund including any other form of property (at the latest appraised value) whether real or personal, tangible or intangible, and/or domestic or foreign, including, but not limited to real estate, oil, gas, and other natural resources and/or accounts in the ELCA Mission Investment Funds, certificates of banks or other lending institutions, debentures, mortgages, notes, and securities and bonds (as reported in the Wall Street Journal) at the closing price on the last calendar trading day, for that fiscal year. The Committee will determine the market value and they will set aside from either the sale or the earnings, five(5%) percent of the Z.M.E.F. on December 31 (or fiscal date) of each year, which shall be the amount of distribution during the following year. The plan for distribution shall follow the guidelines of Section B.2, a-e. Then, the Committee will recommend, subject to church council acceptance; if rejected, the recommendation will be returned to the Committee for new action. Upon acceptance by the council, the plan for distribution will be voted for acceptance by the congregation at the annual or special called meeting.

C.4.04.31 a) All unrestricted or planned gifts or bequests to the Z.M.E.F. shall at the occurrence of the gift be invested by the Z.M.E.F. committee. The plan for distribution shall be according to the procedure in Section B.1 and Section B.2, a-e. The gift principal shall be retained in the Z.M.E.F. for a period of 33 1/3 years. On the 33 1/3 anniversary of the unrestricted or planned gift or bequest, 100% of the then remaining principal shall be rolled-over and placed into the Vision Ministry Fund, a separate fund of Zion Lutheran Church, subject to paragraph B.1.d.

C.4.04.32 b) Donors may designate that their unrestricted or planned gifts (bequests) will remain in the Z.M.E.F. in perpetuity, with only the 5% distribution being expended.

- C.4.04.33 c) The Congregation shall place all unrestricted or planned gifts (bequests) into the Z.M.E.F. for a period, certain.
- C.4.04.34 d) No distribution from the asset balance shall be made to the Vision Ministry Fund that reduces the Z.M.E.F. total asset balance below the sum 10% of the annual operating budget of the congregation.
- C.4.04.35 B.2 Distributions from the Z.M.E.F. shall be transferred by voucher to the church council periodically for outreach ministry to accomplish the following purposes:
- C.4.04.36 a) A minimum of ten (10%) percent, within our community, for children and adults:
- C.4.04.37 1. for the purpose of attending a college, university, seminary, or other post-high school institution.
- C.4.04.38 2. for church-related camping or leadership conferences.
- C.4.04.39 3. for other training which enables members of this congregation to grow in their Lutheran faith and service to God's people.
- C.4.04.40 4. for the funding of church youth outreach programs outside of the current operating budget.
- C.4.04.41 b) A minimum of then (10%) percent, within our community, for adults/families in need:
- C.4.04.42 1. for social service agencies, institutions, and agencies;
- C.4.04.43 2. for special programs designed for those persons in our community who are in spiritual and/or economic need;
- C.4.04.44 3. for temporary shelter, food, and clothing
- C.4.04.45 c) A minimum of ten (10%) percent in grants:
- C.4.04.46 1. to our ELCA schools, colleges, universities, campus ministries, and seminaries;
- C.4.04.47 2. to our ELCA church-related camping ministries.
- C.4.04.48 d) A minimum of ten (10%) percent in grants

C.4.04.49 1. through the Synod for:

C.4.04.50 a. educational ministries

C.4.04.51 b. partnership ministries

C.4.04.52 2. through the ELCA for:

C.4.04.53 a. World Hunger

C.4.04.54 b. World Missions

C.4.04.55 c. Mission Outreach

C.4.04.56 d. Lutheran Vespers

C.4.04.57 e. Mission Partners

C.4.04.58 f. Congregational Ministries

C.4.04.59 g. Other partnership ministries

C.4.04.60 e) And, sixty (60%) percent for any one or all of the above designated areas B.2. a-d, in any proportion as decided by the Z.M.E.F. Committee, recommended by the church council, and accepted by the congregation at an annual or special called meeting.

C.4.04.61 B.3 The distributions from the Z.M.E.F. shall occur annually.

C.4.04.62 B.4 Causes and programs for the Committee to consider for outreach ministry shall be recommended by the church council through the advisory capacity of the council president, the pastors, associates in ministry, other staff personnel, committee chair-persons, and/or individual congregational members.

C.4.04.63 C. PLAN FOR "ROLL-OVER TO THE VISION MINISTRY FUND

C.4.04.64 C.1 At the end of a period certain, that being 33 1/3 years from the date of receipt, the remainder of each single gift principal (asset) portion of the non-designated or planned gift or bequest will be rolled-over from the Zion Mission Endowment Fund to the Zion Lutheran Church Vision Ministry Fund according to B.1 a-d.

C.4.04.65 C.2 These assets will then be expended by the church council in

consultation with the Vision Ministry Fund Committee.

C.4.04.66 C.3 The purpose for the transfer of these assets from the Z.M.E.F. to the Vision Ministry Fund is that these funds will be used for building new ministries. These funds are not intended to be used for current operating expenses.

#### C.4.04.67 D. PLAN FOR AMENDING THE RESOLUTION

C.4.04.68 Amendments to this constitution may be proposed by at least one hundred (100) voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council sixty [60] days before formal consideration by this congregation at its regular or special 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.

C.4.04.69 A proposed amendment to this constitution shall:

C.4.04.70 a. be approved at a properly called meeting according to this constitution by a majority vote of those present and voting.

C.4.04.71 b. be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting; and

C.4.04.72 c. have the effective date included in the resolution and noted in the constitution.

#### C.4.04.73 E. PLAN FOR DISPOSITION OR TRANSFER OF FUND

C.4.04.74 "Be it further resolved that in the event that Zion Lutheran Church ceases to exist either through merger or dissolution, disposition or transfer of the Z.M.E.F. shall be at the discretion of the church council in conformity with the congregation constitution, being within the IRS Code 501 (c)(3) tax exempt organization - rules, and in consultation with the bishop of the synod to which this congregation belongs at such time. Discussion with the Evangelical Lutheran Church in America (ELCA) may be desirable for continuation of the Z.M.E.F. obligations.

#### C.4.04.75 F. ADOPTION OF RESOLUTION

C.4.04.76 "This resolution, recommended by the church council and accepted by

this congregation at a legally called congregational meeting, is hereby adopted."

## **Chapter 10.**

### **CONGREGATION MEETING**

**C10.01.01.** The annual meeting of this congregation shall normally be held the last Sunday of January. The Congregation Council shall set the date and time at least two months in advance of the date of the meeting.

**C10.04.01.** The active roll of voting members shall be determined prior to the annual meeting in accordance with C8.02.c.

**C10.06.01.** The order of business at the annual meeting shall be as follows:

- a. Opening Devotions
- b. Approval of the Minutes
- c. Reports of the Pastor, Congregation Council, Treasurer, Committees, and Others
- d. Elections
- e. Approval of the Budget
- f. Unfinished Business
- g. New Business
- h. Closing Prayer

## **Chapter 11.**

### **OFFICERS**

**C11.01.a.01.** Duties of Officers

- a. President – The president shall preside over meetings of the Congregation Council, chair the annual meeting of this congregation, preside over all special meetings of this congregation, chair the Personnel Committee, oversee the Finance Committee and Endowment Committee, and represent this congregation when called upon to do so. The president shall consult with the pastor or other staff and establish an agenda for meetings of the Congregation Council and submit the agenda to the church office for distribution to members a week before the next regularly scheduled meeting.
- b. Vice President – In the absence of the president or in the event of the inability of the president to act, the vice president shall perform the duties of the president and perform such additional duties as may from time to time be delegated or otherwise assigned by the president of the Congregation Council.
- c. Congregation Council Secretary – The secretary shall keep

accurate meetings of all meetings of this congregation and the Congregation Council in a volume provided by this congregation, which shall be preserved permanently in its archives. The secretary shall determine whether a quorum is present at each meeting.

- d. Treasurer – The treasurer shall have general oversight of all finances of this congregation. The treasurer shall provide accurate financial reports at all regular meetings of the Congregation Council.
- e. Recording Secretary – The recording secretary shall receive and keep a written record of all income and provide the record to the congregation accountant.
- f. Congregation Accountant – The congregation accountant shall keep the books of all financial transaction of this congregation and shall receive from the recording secretary a report of all income. The congregation accountant shall provide the treasurer with a monthly written report of all transactions along with a general overview of this congregation's financial status prior to the regular meetings of the Congregation Council.

### **Chapter 13.**

#### **CONGREGATION COMMITTEES**

**C13.02.01.** A *Nominating Committee* of six voting members of this congregation, at least one of whom, if possible, shall be an outgoing member(s) of the Congregation Council, shall be elected at the annual meeting for a term of one year. Members of the Nominating Committee are not eligible for consecutive reelection. The Nominating Committee shall submit a slate of candidates to this congregation at the annual meeting for election to the Congregation Council. Additional nominations may be made from the floor. The Nominating Committee shall recruit and recommend congregation members to fill vacancies on the Congregation Council and other committees.

**C13.03.01.** An *Audit Committee* of three voting members shall be elected 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 reelection. The Audit Committee shall maintain accountability and solvency for accounting practices of this congregation. The Audit Committee shall audit the practices and procedures of this congregation at least once a year and shall conduct a complete audit of the accounting practices of this congregation once every three years.

#### **C13.06.01. Other Committees**

A *Personnel Committee* of five voting members shall include the president, past president, at least one member not serving on the

Congregation Council, and the senior pastor as *ex officio*. The Personnel Committee shall administer the personnel policies of this congregation adopted by the Congregation Council including recommending particular action to be taken with regards to hiring, terminating, evaluating, and disciplining. The Personnel Committee shall meet with the staff of this congregation annually for review and evaluation of job descriptions and remuneration. When personnel matters involve any member of the personnel committee directly, that member shall be ineligible to participate in the decision making either in the Personnel Committee or in the Congregation Council as a whole. The Personnel Committee shall meet at least quarterly or as called by the chair or the pastor.

#### **Chapter 14.**

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

**C14.01.01.** This congregation shall be organized to provide ministry through ministry committees, ministry teams, and special focus task forces. All such units shall report to and be responsible to the elected Congregation Council and shall ultimately be responsible to this congregation.

1. Ministry Committees, ministry teams, and task forces shall be created and empowered by action of the Congregation Council. Ministry Committees shall be composed of staff, lay leaders, volunteers, and others who work to provide service for that mission. Ministry teams are intended to be long term, but may be disbanded or started at any time by action of the Congregation Council.
2. The Ministry Committees and their areas of responsibility shall be as follows:
  - a. ***Worship and Music*** for activities such as worship events, choirs, ushers, greeters, altar guild, worship technology, and parking helpers.
  - b. ***Discipleship*** for activities related to Christian education, small groups for people of all ages, life stage events (including educational activities), youth and children's ministries.
  - c. ***Service*** for activities in missions, volunteerism and evangelism, beyond the congregation.
  - d. ***Congregation and other Caring Ministries*** for welcoming people into membership and full participation; expressions through support groups, and other care ministries; fellowship events.

- e. *Operations* for systems to support finance, data gathering, buildings and grounds, marketing.
  - f. *Spiritual Gifts and Ministry* for activities that help individuals to discover their spiritual gifts of time, talent, and wealth; and to help them discover ways to use those gifts for the building up of the kingdom of God; and the recruitment and scheduling of lay ministers.
3. A ministry team may be created by action of the Congregation Council to complete a specific ministry objective or to determine if there is support to create and empower a Ministry Committee. The life span of temporary teams shall be determined by the Congregation Council and may be terminated at any time by the Congregation Council.
  4. Special task forces may be created by action of the Congregation Council to assist the Congregation Council in completing its responsibilities. The recommendations or conclusions of the task force process may include opportunities for the Congregation Council to create temporary ministry teams or ministry committees. Task forces are intended to be short term for specific projects.
  5. Requests for Congregation Council action to create a ministry team or to assess the need for a task force should be directed in writing to the pastor, staff, or any elected member of the Congregation Council for consideration by the Congregation Council.
  6. The Congregation Council shall be sole arbitrator of any conflict among task assignments and shall assign all duties for Core Ministry Committees or ministry teams. The Congregation Council may start any of these teams or task forces upon assignment of tasks, determination of terms and appointment of members.
  7. Besides all other responsibilities given to the committees, they shall prepare a draft budget for the succeeding year, including this congregation's full indicated share in support of the wider ministry being carried on in its behalf by the churchwide and the synod, and shall submit such draft budget to the Congregation Council for its action and later presentation to a congregation meeting.

