

**GRACE LUTHERAN CHURCH
OF GRAFTON, WISCONSIN**



**CONSTITUTION, BYLAWS, AND
CONTINUING RESOLUTIONS**

Effective February 1, 2023

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Introductory Note

Consistent with the practice followed by the Evangelical Lutheran Church in America, all provisions are preceded by a “C” for Congregation. Constitutional and bylaw provisions bearing on the same subject are printed together. A provision marked with an asterisk (*) is a “required” provision in the Model Constitution for Congregations of the ELCA.

Constitutional provisions are codified with two sets of numbers: the chapter number and a two-digit number, separated by a period. Thus, C12.01. is a constitutional provision.

Bylaw provisions are codified with *three* sets of numbers: the chapter number and a two-digit number, separated by a period, followed by a period and *another* two-digit number. The first two sets of numbers identify the constitutional provision to which the bylaw relates. Thus, C12.01.01. is a bylaw relating to C12.01. of the constitution.

Chapter 18 of the constitution provides for continuing resolutions. Continuing resolutions may be enacted or amended by a majority vote of a meeting of the congregation or a two-thirds majority vote of all voting members of the Congregation Council. If and when adopted, a continuing resolution, like a bylaw, would be codified with three sets of numbers separated by periods, except the third set would be preceded by a capital letter. The capital letter—beginning with A—would indicate the order of the adoption of the continuing resolution on that subject and the two-digit number following the capital letter would indicate the year the continuing resolution was adopted.

Consistent with the governing documents of the Evangelical Lutheran Church in America and the Greater Milwaukee Synod, “Church” with a capital letter is used in references to the one, holy, catholic, and apostolic church. The words “church” and “this church” in lower case are used to refer to the ELCA. The words “congregation” and “this congregation” are used to refer to Grace Lutheran Church.

***Preamble**

We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together to preach the Word, administer the sacraments, and carry out God’s mission, do hereby adopt this constitution and solemnly

pledge ourselves to be governed by its provisions. In the name of the Father and of the Son and of the Holy Spirit.

Chapter 1. Name and Incorporation

C1.01. The name of this congregation shall be Grace Lutheran Church of Grafton, Wisconsin (hereinafter referred to as this “congregation”).

C1.02. 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.

b. The proclamation of God’s message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.

c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God’s Spirit speaking through their authors, they record and announce God’s revelation centering in Jesus Christ. Through them God’s Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.

***C2.03.** This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.

***C2.04.** This congregation accepts the Apostles,’ Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.

***C2.05.** This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all

churches that likewise accept the teachings of the Unaltered Augsburg Confession.

- *C2.06. This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- *C2.07. This congregation confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Chapter 3. Nature of the Church

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

Chapter 4. Statement of Purpose

- *C4.01.** The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.

- *C4.02.** To participate in God's mission, this congregation as a part of the Church shall:
 - a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
 - b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
 - c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
 - d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, 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 this congregation.
- d. Teach the Word of God.
- e. Witness to the reconciling Word of God in Christ, reaching out to all people.
- f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
- g. Motivate its members to provide financial support for this congregation's ministry and the ministry of the other expressions of the Evangelical Lutheran Church in America.
- h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
- i. Foster and participate in ecumenical relationships consistent with churchwide policy.

***C4.04.** This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions.

C4.04.01. The Congregation Council shall establish an organizational structure for the congregation as may be necessary for the congregation to carry out its mission and purposes. In so doing, the Congregation Council may establish such committees in addition to the committees specified in Chapter 13 as it may deem appropriate. The Congregation Council shall arrange for the election or appointment of a chairperson for each committee. With the approval of the Congregation Council, each committee may establish such task forces or subcommittees as are necessary for the performance of its functions.

***C4.05.** This congregation shall adopt and periodically review a mission statement which will provide specific direction for its programs.

- *C4.06. References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God’s mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

Chapter 5. Powers of the Congregation

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

- j. Elect its officers and Congregation Council and require them to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions; and
 - k. Terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- *C5.04.** This congregation shall elect from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by this congregation and other qualifications shall be as prescribed in guidelines established by the Greater Milwaukee Synod of the Evangelical Lutheran Church in America.
- C5.04.01.** Such persons may be selected at the annual meeting of the Congregation or by the Congregation Council. The expenses incurred by such persons in connection with their attendance may be paid by the congregation.
- C5.05.** This congregation shall have a mission endowment fund (the “Fund”) that will operate as specified in this congregation’s bylaws. The general purpose of the Fund is to provide for mission work beyond the operational budget of this congregation.
- C5.05.01. Specific Purposes of the Fund.** The specific purposes of the Fund include the following:
- a. To support the mission of this congregation, at home and abroad, including, but not limited to, grants to the Evangelical Lutheran Church in America for mission development, professional leadership, educational ministries, world missions, ecumenism, broadcast evangelism, and capital financing.
 - b. To provide support for outreach to the community, including, but not limited to, grants to colleges, seminaries, social service agencies, institutions, and other congregations affiliated with the Evangelical Lutheran Church in America or to which this congregation relates.
 - c. To provide scholarships or grants for seminarians, church-related camping or church-related conferences, and for such other training that enables

members of this congregation to grow in Christian faith and service to others.

- d. To provide support for this congregation's capital improvements, debt reduction, and building program.

C5.05.02. Endowment Fund Committee

- a. The Grace Lutheran Church Endowment Fund Committee (the "Committee") shall consist of five members, all of whom must be voting members of this congregation. The senior pastor of this congregation and the past president of this congregation shall be members of the Committee ex officio. The remaining three members shall be elected by this congregation at the congregation's annual meeting and do not need to be members of the Congregation Council. The initial terms of the remaining three members shall be arranged so that one expires after one year, the second expires after two years, and the third expires after three years. Thereafter, the remaining members shall be elected to terms of three years and shall serve until their successors have been elected and qualified. Except for the ex officio members, no member of the Committee shall serve for more than two consecutive three-year full terms until at least one year has elapsed following the most recent term.
- b. Except for the Committee members serving ex officio, a vacancy shall be filled by the Congregation Council until the next annual meeting of this congregation. This congregation shall then elect a member to complete the term.
- c. Except for the Committee members serving ex officio, candidates for membership on the Committee shall be nominated by the Congregation Council. Nominations may also be made from the floor.
- d. The Committee shall elect a chair and a secretary from its membership. The treasurer of the Committee shall be nominated by the Committee and elected by the Congregation Council. The treasurer does not need to be a member of the Committee.
- e. The Committee shall meet at least twice each year and more frequently as may be necessary in the best interests of this congregation and the Fund. Any meeting may be called by the chair or any two members of the

Committee. All meetings require at least twenty-four hours' advance notice to all Committee members, which may be given orally or electronically. Any member attending a meeting shall be presumed to assent to any action taken as recorded in the minutes unless the member objected to the action and confirmed the objection in writing.

- f. A quorum for action by the Committee shall consist of at least four members. The affirmative vote of the majority of the members present and voting at a meeting at which a quorum is present shall be sufficient for any action by the Committee.
- g. The Committee may establish and amend written policies, rules, and regulations to supplement the provisions of these bylaws, but all such policies, rules, and regulations must be approved by the Congregation Council.
- h. The Committee shall maintain accounts with such financial institutions as it may by resolution select. All checks or other documents transferring or expending any funds or assets in the Fund shall be executed by the treasurer and the chair of the Committee.
- i. The treasurer of the Committee, at the expense of the Fund, shall provide a corporate fidelity bond in such amount as the Committee shall from time to time determine.
- j. The Committee may ask other members of this congregation to provide advice and counsel to the Committee and may employ, at the expense of income from the Fund, such professional counseling on investments and legal matters as the Committee deems to be in the best interests of this congregation and the Fund.
- k. The Committee shall maintain complete and accurate books of account and may employ such professional help it deems necessary for this purpose. The books shall be audited annually and the auditor's report shall be filed with the congregation's Audit Committee for review at this congregation's annual meeting.
- l. The secretary of the Committee shall maintain complete and accurate minutes of all meetings of the Committee and shall provide a copy thereof

to each member of the Committee and to the secretary of this congregation within fourteen days after the date of the meeting.

- m. The chair, or in the absence of the chair, a member chosen by a majority of the Committee shall preside at each meeting of the Committee.
- n. No member of the Committee shall engage in any self-dealing or transactions with funds in the Fund in which the member has a direct or indirect financial interest. All members of the Committee shall refrain from any conduct in which their personal interests would conflict with the interests of this congregation or the Fund. If the member has any doubt about the possible existence of such a conflict, the member shall disclose all facts and circumstances to the Committee. Any doubts about disclosure must be resolved in favor of disclosure.

C5.05.03. Duties of the Committee

- a. At each annual meeting of this congregation, the Committee shall render a full and complete account of the administration of the Fund during the preceding year.
- b. The Committee may receive money and property from gifts, memorials, and bequests from any individual, estate, corporation, or organization. All such money and property intended for the Fund shall be kept and maintained in the Fund, separate from the accounts maintained by this congregation.
- c. The Committee shall inform the members of this congregation of the existence and purposes of the Fund and shall periodically facilitate programs for members of this congregation from professional counselors in charitable giving, wills, trusts, insurance, and similar matters.
- d. All new members of the Committee will receive copies of information about the Fund and the Committee and are expected to become acquainted with the functions and purposes of the Fund.

- C5.05.04. Powers of the Committee.** In the administration of the Fund, the Committee shall have all powers and authority necessary to carry out the purposes of the Fund on behalf of this congregation, including the following:
- a. To take, have, hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all respects to handle and manage and control, the Fund or any part thereof, as the Committee members 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 Fund, or any part thereof, into other kinds and forms of property, real, personal, or mixed; and to invest or reinvest the Fund or assets therein, or any part thereof, as they shall deem wise and prudent, including investments 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 in any bank or savings and loan association, in the Evangelical Lutheran Church in America's fund for mission development, 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, provided, however, that all such investments shall be made in keeping with the Committee's Christian responsibilities.
 - c. To receive the income, profits, rents, and proceeds of the Fund, to collect and give receipt for the same, and pay all administrative expenses from the Fund's income.
 - d. To make, execute, and deliver all instruments necessary or proper for the accomplishment of the purposes of the Fund or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, assignments, conveyances, 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 Committee in its discretion shall determine.
 - f. To determine the Fund's principal and income in accordance with generally accepted accounting principles consistently applied.

- g. To hold investments in the name of the Fund on behalf of this congregation and to sign checks and other necessary documents on behalf of the congregation in furtherance of the purposes of the Fund.
- h. To employ and reasonably compensate from the Fund's income accountants, agents, and attorneys to assist and advise in the execution of the Fund, using reasonable care in their selection, and to rely on the advice of the persons so employed.
- i. Neither the Committee nor any member thereof shall be liable for any losses that may be incurred in the investments of the Fund except to the extent that such losses were caused by bad faith, willful misconduct, or gross negligence of the Committee or its members. No Committee member shall be personally liable as long as the member acts in good faith and with ordinary prudence in discharging the duties of the office. No Committee member shall be liable for the acts or omissions of any other Committee member, or for the acts or omissions of any accountant, agent, attorney, or custodian selected with reasonable care.
- j. Members and officer(s) of the Committee shall not receive any compensation for their services, but may be reimbursed from the income of the Fund for expenses reasonably incurred on behalf of the Fund.

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 Greater Milwaukee Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- *C6.02.** This congregation accepts the Confession of Faith and agrees to the purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- *C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
 - a. This congregation agrees to be responsible for its life as a Christian community.

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

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

- a. This congregation takes action to dissolve.
- b. This congregation ceases to exist.
- c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America or in accordance with provision 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America.
- d. The Greater Milwaukee Synod takes charge and control of the property of this congregation to hold, manage, and convey the same on behalf of the synod pursuant to †S13.24 of the synod constitution. This congregation shall have the right to appeal the decision to the next Synod Assembly.

e. This congregation follows the procedures outlined in *C6.05.

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

- a. A resolution indicating the intent to terminate its relationship must be adopted at two legally called and conducted special meetings of this congregation by a two-thirds vote of the voting members present at each meeting. The first such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time this congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the Congregation Council. Unless the bishop and/or the bishop's designees are voting members of this congregation, they shall have voice but not vote at the first meeting.
- b. Within 10 days after the resolution has been voted upon at the first meeting, the secretary of this congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to voting members of this congregation.
- c. If the resolution was adopted by a two-thirds vote of the voting members present at the first meeting, the bishop of the synod and this congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the bishop of the attestation and certification as specified in paragraph b. above.
- d. If this congregation, after such consultation, is still seeking termination of its relationship with this church, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the second meeting shall be sent to all voting members and to the bishop at least 10 days in advance of the meeting. Unless the bishop and/or the bishop's designees are voting members of this congregation, they shall have voice but not vote at the second meeting.
- e. Within 10 days after the resolution has been voted upon, the secretary shall submit a copy of the resolution to the bishop, attesting that the second special meeting was legally called and conducted and certifying the

outcome of the vote, and shall send copies of the resolution and certification to the voting members of the congregation. If the resolution was adopted by a two-thirds vote of the voting members present at the second meeting, the relationship between the congregation and this church shall be terminated subject to Synod Council approval as required by paragraphs f. and g. below.

- f. Unless this notification to the bishop also certifies that this congregation has voted to affiliate with another Lutheran denomination, this congregation shall be deemed an independent or non-Lutheran church, in which case *C7.04. shall apply.
- g. This congregation shall abide by these covenants by and among the three expressions of this church:
 - (1) Congregations seeking to terminate their relationship with this church which fail or refuse or refuse to comply with each of the foregoing provisions in *C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
 - (2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to receive synod approval before terminating their membership in this church.
 - (3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing procedures in *C.605., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.
- h. If this congregation fails to achieve the required two-thirds vote of voting members present at this congregation's first meeting as specified in paragraph a. above or fails to achieve the required two-thirds vote of voting members present at this congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of *C6.05. and may begin no sooner than six months after the meeting at which the two-thirds vote was not achieved.

- *C6.06. If this congregation considers relocation, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is taken.
- *C6.07. If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action.

Chapter 7. Property Ownership

- *C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Greater Milwaukee Synod of the Evangelical Lutheran Church in America.
- *C7.02. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline or pursuant to 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America, title to property shall continue to reside in this congregation.
- *C7.03. If the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in *C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Greater Milwaukee Synod.
- *C7.04. If the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in *C6.05., title to the property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the process established by the synod, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to

continue as a congregation of the Evangelical Lutheran Church in America. In neither case does title to this congregation's property transfer to the synod.

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

Chapter 8. Membership

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

standards shall have the privilege of voice and vote at every regular and special meeting of this congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws. They shall not have voted as a seasonal member of another congregation of this church in the previous two calendar months.

- d. **Associate** members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
- e. **Seasonal** members are voting members of other congregations of this church who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
 - (1) They shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;
 - (2) They shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
 - (3) They shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with this church;
 - (4) They shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
 - (5) They shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and

(5) 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, synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.

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

- a. Death;
- b. Resignation;
- c. Transfer or release;
- d. Disciplinary action in accordance with Chapter 20 of the constitution and bylaws of the Evangelical Lutheran Church in America; or
- e. Removal from the roll of members due to inactivity as defined in accordance with the provisions of this constitution and its bylaws.

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

C8.05.01. A confirmed member of this congregation who has not communed and who has not made a contribution of record during two successive calendar years may be deemed inactive.

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 this congregation by the synod bishop may be called as a pastor of this congregation.
- *C9.03.** Consistent with the faith and practice of the Evangelical Lutheran Church in America:
 - a. Every minister of Word and Sacrament shall:
 - (1) Preach the Word;
 - (2) Administer the sacraments;
 - (3) Conduct public worship;
 - (4) Provide pastoral care;
 - (5) Seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - (6) Impart knowledge of this church and its wider ministry through available channels of effective communication;
 - (7) Witness to the Kingdom of God in the community, in the nation, and abroad; and
 - (8) Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
 - b. Each pastor with a congregational call shall, within the congregation:
 - (1) Offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - (2) Relate to all schools and organizations of this congregation;
 - (3) Install regularly elected members of the Congregation Council;

- (4) With the council, administer discipline;
- (5) Endeavor to increase the support given by the congregation to the work of the churchwide organization and of the Greater Milwaukee Synod; and
- (6) Encourage adherence to covenantal relationship with this church as expressed in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.

C9.03.01. The pastor(s) shall have the responsibility for the general oversight and direction of the work of all other paid employees of this congregation. The pastor(s) shall cooperate with the Personnel Committee in providing regular periodic evaluations of the performance of all such paid employees. The pastor(s) shall consult with the Personnel Committee with regard to matters relating to the employment relationship between this congregation and its paid employees and, as appropriate, make recommendations to the Personnel Committee with regard to the hiring, discipline, or discharge of such paid employees.

***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 a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the pastor's death or, following consultation with the synod bishop, for any of the following reasons:
 - (1) Mutual agreement to terminate the call or the completion of a call for a specific term;
 - (2) Resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - (3) Inability to conduct the pastoral office effectively in this congregation in view of local conditions;

- (4) Inability to conduct the pastoral office effectively in view of disability or incapacity of the pastor;
 - (5) Suspension of the pastor through discipline for more than three months;
 - (6) Resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - (7) Termination of the relationship between this church and this congregation;
 - (8) Dissolution of this congregation or the termination of a parish arrangement; or
 - (9) Suspension of this congregation through discipline for more than six months.
- b. When allegations of disability or 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, who has 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 disability or incapacity under paragraph a(4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament with disability status. Upon resumption of the ability to conduct the office effectively, the bishop shall take steps to enable the pastor to

resume the ministry, either in the congregation last served or in another appropriate call.

- d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a(3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to this congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the pastor, if appropriate. If the pastor and the congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, this congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- f. If, in the course of the proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

***C9.06.** At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.

***C9.07.** During the period of service, an interim pastor shall have the rights and duties in this congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any rostered minister providing assistance shall refrain from exerting influence in the

selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.

- *C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting.
- *C9.09.** When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- *C9.11.** With the approval of the bishop of the synod, this congregation may depart from *C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.05.a.
- *C9.12.** The pastor of this congregation:

 - a. Shall keep accurate records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from this congregation;
 - b. Shall submit a summary of such statistics annually to the synod; and
 - c. Shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- *C9.13.** The pastor(s) shall submit a report of ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.
- *C9.14.** The records of this congregation shall be maintained by the pastor and shall remain the property of this congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been

placed in the secretary's hands in good order by a departing pastor before the installation of that pastor in another call or approval of a request for change in roster status.

- C9.15.** Under special circumstances, subject to the approval of the synod bishop and the concurrence of this congregation, a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between this congregation and the pastor in a form proposed by the synod bishop and approved by this congregation.
- *C9.21.** Authority to call a deacon shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by 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 synod bishop may be called as a deacon of this congregation.
- *C9.23.** Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
- a. Be rooted in the Word of God, for proclamation and service;
 - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
 - c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
 - d. Equip the baptized for ministry in God's world that affirms the gifts of all people;

- e. Encourage mutual relationships that invite participation and accompaniment of others in God’s mission;
 - f. Practice stewardship that respects God’s gift of time, talents, and resources;
 - g. Be grounded in a gathered community for ongoing diaconal formation;
 - h. Share knowledge of this church and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
 - i. Identify and encourage qualified persons to prepare for ministry of the gospel.
- *C9.24.** The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.
- *C9.25** The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:
- a. The call of this congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the deacon’s death or, following consultation with the synod bishop, for any of 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) Inability to conduct the office effectively in view of disability or 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 disability or 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, who has 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 disability or incapacity under paragraph a(4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service with disability status. Upon resumption of the ability to conduct the office effectively, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a(3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop

together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.

- e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

***C9.26** This congregation shall make satisfactory settlement of all financial obligations to a former deacon before calling a successor. A deacon shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting.

***C9.27.** When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

***C9.28.** With the approval of the bishop of the synod, this congregation may depart from *C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the

completion of a term, the bishop or a designated representative of the bishop shall meet with the deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.25.a.

***C9.29.** The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations.

***C9.31.** The deacon(s) shall submit a report of ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

Chapter 10. Congregation Meeting; Fiscal Year

C10.01. This congregation shall have at least one regular meeting per year. The regular meeting(s) of the congregation shall be held at the time(s) specified in the bylaws. Consistent with the laws of the State of Wisconsin, the bylaws shall designate one regular meeting per year as the annual meeting of this congregation.

C10.01.01. The annual congregational meeting shall be held in this congregation's building in the months of January, February, or March on a date selected by the Congregation Council.

C10.01.02. The pastor or pastors shall submit brief reports of their activities.

C10.01.03. The treasurer of this congregation and, if applicable, of each organization within this congregation shall render a properly audited annual report. A summary of such report shall be included in the auditor's report to the annual congregational meeting.

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 this congregation at the written request of 10 percent of the voting members. The president shall call a special meeting upon request of the synod bishop. The call for each special meeting shall specify the purpose or purposes for which it is to be held, and no other business shall be transacted.

C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic

means, as permitted by state law, to all voting members at least 10 days in advance of the date of the meeting.

- C10.04.** The lesser of 30 voting members or 10 percent of the voting members shall constitute a quorum.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.06.** All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.
- C10.07.** Robert’s Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.
- C10.08.** This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication or its equivalent. To the extent permitted by state law, notice of all meetings may be provided electronically.
- C10.09.** “Ex officio” as used herein means membership with full rights of voice and vote unless otherwise expressly limited.
- C10.10.** The fiscal year of the congregation shall begin on the first day of February and end on the last day of January of the immediately following calendar year.

Chapter 11. Officers

- C11.01.** The officers of this congregation shall be a president, president-elect, past president, secretary, and treasurer.
 - a. The duties of the officers shall be specified in the bylaws.
 - b. The officers shall be voting members of this congregation.
 - c. Officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council. The office of any officer who ceases to be a voting member of the congregation or the Congregation Council shall at once be declared vacant by the Congregation Council, which shall fill the vacancy for the unexpired term.

- C11.01.01.** The president shall preside at meetings of this congregation and of the Congregation Council. In the event of the president's inability to preside at such meetings, the past president shall preside.
- C11.01.02.** The president-elect shall work with the president to learn the duties of the office in order to succeed the president upon the conclusion of the president's term.
- C11.01.03.** The past president shall assist the president in performing the president's duties.
- C11.01.04.** The secretary shall keep accurate minutes of all meetings of this congregation and of the Congregation Council, which shall be preserved permanently in its archives.
- C11.01.05.** The treasurer shall keep the books of account of the congregation and shall receive all funds and disburse them on proper orders, making monthly remittance of benevolence receipts to the treasurer of the synod. The treasurer shall also make a written report of all financial transactions to the Congregation Council monthly and to the congregation, together with a satisfactory review or audit, at its annual meetings.
- C11.02.** The officers will be elected at the annual congregation meeting by written ballot. Each officer shall serve for one year or until his or her successor is elected and takes office. Unless appointed to fill a vacancy, the term of office of each officer begins at the close of the annual meeting at which the officer is elected.
- C11.03.** No officer shall hold more than one office at a time. No officer other than an assistant 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 or pastors and such number of lay members (not more than 18) as shall be specified in the bylaws, at least one of whom may be a youth and one of whom may be a young adult. Any voting member of this congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall at once 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 of Wisconsin, this congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

- C12.01.01.** Subject to Section C12.01.02., the lay voting membership of the Congregation Council shall consist of twelve lay voting members of the congregation.
- C12.01.02.** No person (other than a pastor) who is (or is a spouse of) a paid employee of the congregation shall be eligible for membership on the Congregation Council. For this purpose, a person whose annual gross compensation from employment by the congregation is reasonably anticipated to be less than \$1,000 shall not be considered a “paid employee.” This provision does not apply to a person who is member of the Congregation Council at the time this provision is adopted, for the remainder of such member’s then-current Council term.
- C12.02.** Lay members of the Congregation Council shall be elected for terms of two years by a majority vote at the annual congregational meeting. Lay members shall be eligible to serve no more than two full terms consecutively. The expiration of the maximum number of full terms of the several Council members shall, to the extent possible, be so arranged that one-third of the maximum number of terms expire annually. Nominations for Congregation Council membership shall be made by the Nominating Committee. One or more nominees shall be presented for each vacancy to be filled. Additional nominations may be made from the floor.
- C12.03.** Should a member’s place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor to serve until the next annual congregational meeting.
- C12.04.** The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:
 - a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.

- b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
- c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
- d. To maintain supportive relationships with the rostered minister(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.
- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. To emphasize support of the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
- i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

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

- a. The Congregation Council shall be the board of directors of this congregation, and as such, shall be responsible for maintaining and protecting its property and managing its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of 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 this congregation.

- c. The Congregation Council may enter into contracts of up to \$50,000 for items not included in the budget.
 - d. The Congregation Council shall prepare an annual budget for adoption by the congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than \$50,000 in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include the congregation's full indicated share in support of the wider ministry being carried on in collaboration with the synod and churchwide organization.
 - e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of mission support monies to the synod.
 - f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
 - g. The Congregation Council shall provide for annual review or audits of all accounts of the congregation.
- C12.06.** The Congregation Council shall see that the provisions of this constitution and its bylaws and continuing resolutions are carried out.
- C12.07.** The Congregation Council shall provide for an annual review of the membership roster.
- C12.08.** The Congregation Council shall be responsible for the employment and supervision of the staff of this congregation. Nothing in this provision shall be deemed to affect this congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of this church.
- C12.09.** The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.
- C12.11.** The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.

- C12.12.** A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the pastor(s) or interim pastor, except when such person 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 synod bishop.
- C12.13.** The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication or its equivalent. To the extent permitted by state law, notice of all meetings may be provided electronically.

Chapter 13. Congregation Committees

- C13.01.** The officers of this congregation and the pastor(s) shall constitute the Executive Committee.
- C13.02.** A Nominating Committee of six voting members of this congregation, including three at-large lay members elected at the annual congregation meeting. The remaining three members shall be a pastor of this congregation, the president-elect of the congregation, and the director of involvement of the congregation, all of whom shall serve ex officio. Except for the members serving ex officio, members of the Nominating Committee shall be elected at the annual meeting of the congregation for a term of one year and are not eligible for consecutive re-election.
- C13.03.** An Audit Committee of at least three members shall be elected by the Congregation Council. The term of office shall be three years, arranged so that least one member is elected each year. Members shall be eligible for re-election.
- C13.05.** When a vacancy occurs in a position for which this congregation calls a rostered minister, a Call Committee of at least six voting members shall be elected by the Congregation Council. The term of office of the members of the Call Committee will terminate upon the installation of the newly called rostered minister.

- C13.06.** The Congregation Council shall appoint a Personnel Committee, composed of three lay members of the Congregation Council, one of whom shall be the president, plus one or two additional members of the congregation who are not members of the Congregation Council. The Personnel Committee shall select its own chair from among its members. No person who is (or is a spouse of) a pastor of the congregation or a paid employee of the congregation shall be eligible to serve on the Personnel Committee. Members of the Personnel Committee shall serve terms of one year without limitation on the number of terms that any committee member may serve consecutively. The authority and responsibility of the Personnel Committee shall be as set forth in the bylaws.
- C13.06.01.** Subject to the constitutional and bylaw provisions of Chapters 9 and 12, the Personnel Committee shall have general responsibility for and authority over all matters pertaining to the employment relationship between the congregation and its paid employees, including the pastors. The Personnel Committee shall be responsible (with the assistance and advice of the pastors) for, among other things, evaluation of staff performance, and the establishment, evaluation and adjustment of compensation and benefits of staff (including pastors), including any benefit plans maintained by the Congregation for its employees. The Personnel Committee shall report to the Congregation Council regularly and fully on matters within its jurisdiction.
- C13.07.** The Congregation Council may appoint such other committees, either standing or temporary, as it shall deem appropriate to fulfill the congregational functions. The Congregation Council shall review their actions.
- C13.07.01.** Except as otherwise provided in the constitution and bylaws, the various committees shall be composed of members of this congregation, whether or not members of the Congregation Council.
- C13.07.02.** Each committee shall render a report of its activities to the Congregation Council at the meeting of the Congregation Council next following each meeting of the committee.
- C13.08.** The pastor of this congregation shall be ex officio a member of all committees and boards of this congregation. The general objectives and functions of the congregational committees shall be specified in the bylaws.
- C13.08.01.** The congregational committees and their general objectives and functions shall be as follows:

- a. **Property Committee:** To improve, maintain, and repair this congregation's property and to see to the proper usage of such property and the protection of the congregation against loss or damage.
- b. **Call Committee:** Pursuant to C13.05., and in cooperation with the synod, to review the qualifications of prospective candidates for the pastoral office, to interview appropriate candidates, and in general to facilitate the process of obtaining pastoral leadership.
- c. **Parish Education Committee:** To provide leadership and supervision of the educational programs of the congregation, including adult education, the Sunday School program for children, and catechetical studies; and to provide leadership and supervision of the youth programs of the congregation for the purpose of involving the youth in the work and ministry of Jesus Christ, to provide spiritual growth and nurture for young people, to promote genuine Christian fellowship and activities for youth, and to equip and support young people for ministry among their peers.
- d. **Fellowship Committee:** To strengthen the fellowship between members of this congregation spiritually and socially, to strengthen families, to deepen the faith and activity of the members of this congregation, and to promote the mutual cooperation, trust, and enjoyment among members and organizations of this congregation.
- e. **Outreach Committee:** To provide leadership in fostering and enriching this congregation's relationship with All Peoples Gathering and the Circle of Empowerment and addressing social ministry concerns in the City of Milwaukee and throughout the community and the world.
- f. **Christian Care Committee:** To enlist the members of this congregation in the work of witnessing to the Gospel and their faith, to deepen the faith and activity of the members of this congregation, to bring in and integrate new members into the life of this congregation, and to bring the Gospel to inactive members and to the unchurched.
- g. **Stewardship Committee:** To initiate programs for the development of good stewardship attitudes in the members of this congregation with regard to time, talents, and treasure; to encourage sound biblical stewardship; to provide for the training and utilization of members for the

work of Christ's Kingdom; to promote systematic and proportionate giving; and to provide programs on missions.

- h. Nominating Committee:** To nominate members of this congregation for consideration for election to the Congregation Council and such other positions as the Congregation Council may from time to time designate.
- i. Worship Committee:** To provide leadership, supervision, and support to all persons involved in congregational worship, music, and the arts.

Chapter 14. Organizations Within this Congregation

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

Chapter 15. Discipline of Members and Adjudication

- *C15.01.** Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of this congregation, or willful and repeated harassment or defamation of member(s) of this congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15-17, proceeding through these successive steps, as necessary: (a) private counsel and admonition by the pastor, (b) censure and admonition by the pastor in the presence of two or three witnesses, (c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and (d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer the admonitions required by clauses (a) and (b) hereof, those steps may be

performed by another pastor chosen by the Executive Committee of the Congregation Council.

- *C15.02.** The process for discipline of a member of this congregation shall be governed as prescribed by the chapter on discipline in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America. If the counseling, censure, and admonitions pursuant to *C15.01 do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two rostered ministers). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- *C15.03.** If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case, and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members plus the nonvoting chair comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- *C15.04.** The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.
- *C15.05.** By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:

- a. Suspension from the privileges of congregation membership for a designated period of time;
 - b. Suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
 - c. Termination of membership in this congregation; or
 - d. Termination of membership in this congregation and exclusion from the church property and from all congregation activities.
- *C15.06.** The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America. The decision of the hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.
- *C15.07.** No member of this congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.
- *C15.10. Adjudication**
- *C15.11.** When there is disagreement between or among factions within this congregation on a substantive issue which cannot be resolved by the parties, members of this congregation may petition the synod bishop for consultation after informing the president of this congregation of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in †S14.18.d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the entire matter shall be referred to the Synod Council for adjudication by whatever process the Council deems necessary. The Synod Council's decision shall be final.

Chapter 16. Amendments

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

amendment, the secretary of this congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following the congregation's vote of approval.

Chapter 17. Bylaws

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

Chapter 18. Continuing Resolutions

- *C18.01.** This congregation in a legally called meeting or the Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
- *C18.02.** Continuing resolutions shall be enacted or amended by a majority vote of a meeting of this congregation or a two-thirds vote of all voting members of the Congregation Council.
- *C18.03.** Adopted or amended continuing resolutions shall be sent by the secretary of this congregation to the synod.

Chapter 19. Indemnification

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

member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

- C19.01.01.** To the full extent permitted from time to time by law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this congregation, by reason of the fact that such person is or was a Congregation Council member, officer, employee, agent, or member of any committee of this congregation shall be indemnified against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable expenses, including attorneys' fees and disbursements, incurred by the person in connection with the proceeding. The indemnification provided by this section shall continue as to a person who has ceased to be a Congregation Council member, officer, employee, agent, or member of a committee of this congregation and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.
- C19.02.02.** This congregation may purchase and maintain insurance on behalf of a person who is or was a Congregation Council member, officer, employee, agent, or member of a committee of this congregation against any liability asserted against and incurred by the person in or arising from that capacity, whether or not this congregation would have been required to indemnify the person against the liability under the provisions of the constitution and bylaws of this congregation.