

## **Summary of Proposed New Constitution and Bylaws of Grace Lutheran Church of Grafton, Wisconsin**

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This document—7 pages in length—is only a summary of the proposed new Constitution and Bylaws, which is 43 pages long. While this summary highlights some proposed revisions, it does not attempt a detailed comparison with the existing Constitution and Bylaws, apparently adopted in 2008. The best way to understand the proposed new Constitution and Bylaws is to review the document itself. In particular, the Introductory Note explains the concept of “required” provisions (identified by an asterisk), the numbering system, and certain key terms.

### Chapter 1—Name and Incorporation

Chapter 1 states the name of the congregation and provides for its incorporation under the laws of the State of Wisconsin, which was accomplished in 1965 by the filing of a Certificate of Incorporation with the Ozaukee County Register of Deeds.

### Chapters 2 Through 4—Theological Provisions

Chapters 2, 3, and 4 are all theological in nature and are included in the governing documents of all three “expressions” of the Evangelical Lutheran Church in America (ELCA): congregations, synods, and the churchwide organization. The three expressions of the ELCA have an interdependent partnership relationship to fulfill the purposes of the church as described in Chapter 4.

### Chapter 5—Powers of the Congregation

Chapter 5 describes the general powers of the congregation, particularly as listed in \*C5.03. \*C5.04. describes the congregation’s obligation to select voting members of the Synod Assembly and other synodical organizations.

Chapter 5 also includes a constitutional provision (C5.05.) and bylaw provisions (C5.05.01. through C5.05.04.) describing in detail the purpose of the Mission Endowment Fund and the composition, powers, and duties of the Mission Endowment Fund Committee. Including these provisions in bylaws is consistent with the practice recommended by the ELCA.

## Chapter 6—Church Affiliation

Chapter 6 deals with the congregation's affiliation with the ELCA and the Greater Milwaukee Synod. \*C6.03.c. constitutes the congregation's general agreement to call pastoral leadership from the roster of Ministers of Word and Sacrament of the ELCA in accordance with synodical call procedures. \*C6.04. and \*C6.05. describe the procedures that would need to be followed to terminate the congregation's relationship with the ELCA.

## Chapter 7—Property Ownership

Chapter 7 deals with ownership of the congregation's property.

Under \*C7.01., if the congregation ceases to exist, title to any undisposed property would pass to the Greater Milwaukee Synod.

Under \*C7.02. and \*C.7.03., the congregation retains title to its property if it is removed from membership in the ELCA or if it votes to leave the ELCA to affiliate with another Lutheran church body.

Under \*C7.04., if the congregation votes to become independent or relate to a non-Lutheran church body, the congregation would retain title to its property only upon the approval of the Synod Council. If the Synod Council fails to give its approval, title to the property would remain with those members who want to continue as a congregation of the ELCA.

## Chapter 8—Membership

\*C8.02. provides for five categories of congregational membership: Baptized, confirmed, voting, associate, and seasonal. Voting members are confirmed members who communed and made a contribution of record during the current or preceding calendar year. Associate and seasonal members do not have voting rights.

\*C8.05. provides for five ways in which membership in the congregation terminates: death, resignation, transfer or release, disciplinary action, or removal due to inactivity. C8.05.01. provides that a confirmed member who has not communed and has not made a contribution of record during two successive calendar years may be deemed inactive.

## Chapter 9—Rostered Minister

Chapter 9 deals with two categories of rostered ministers: Ministers of Word and Sacrament and Ministers of Word and Service (also called deacons).

Under \*C9.01. and \*C9.02., the congregation must call a pastor by at least a two-thirds vote of the voting members present and voting at a meeting legally called for that purpose. The synodical bishop must be involved in the call process. Only a person on the ELCA's roster of Ministers of Word and Sacrament or a candidate for the roster recommended for the congregation by the synodical bishop may be called as a pastor.

\*C9.03. and \*C9.12. through \*C9.14. generally define the duties of a Minister of Word and Sacrament and of a pastor of this congregation. \*C9.04. prescribes that specific duties and other terms and conditions must be specified in a letter of call attested by the synodical bishop. When more than one pastor is called, \*C9.09. requires that the duties of each pastor be specified in documents to accompany the calls.

\*C9.05. sets forth the detailed requirements applicable to the termination of a pastoral call.

The remainder of Chapter 9—\*C9.21. through \*C9.31.—contains provisions similar to the foregoing that apply to the service of deacons.

## Chapter 10—Congregation Meeting and Fiscal Year

Chapter 10 specifies that the congregation shall have at least one regular meeting per year during the months of January, February, or March on a date selected by the Congregation Council.

A special congregation meeting may be called by the pastor, the Congregation Council, or the president of the congregation, and shall be called at the written request of 10 percent of the voting members. The president must also call a special meeting upon the request of the synodical bishop.

The call for each special meeting must specify the purpose or purposes for which it is to be held, and no other business may be transacted.

Notice of all meetings must be given at the services of worship on the two preceding consecutive Sundays and by mail or electronic means to all voting members at least 10 days in advance of the date of the meeting.

The lesser of 30 voting members or 10 percent of the voting members constitutes a quorum. Voting by proxy or by absentee ballot is not permitted.

The latest edition of Robert's Rules of Order governs parliamentary procedure for all congregational meetings.

The congregation's fiscal year begins on the first day of February and ends on the last day of January of the immediately following calendar year.

#### Chapter 11—Officers

The congregation has five officers: president, president-elect, past president, secretary, and treasurer. Each officer must be a voting member of the congregation and of the Congregation Council and serves similar offices of the Congregation Council.

The officers are elected at the annual congregation meeting by written ballot and each will serve a one-year term beginning at the close of the meeting at which the officer is elected.

No officer may serve more than two consecutive terms in the same office.

#### Chapter 12—Congregation Council

The voting membership of the Congregation Council consists of the pastor(s) and 12 lay voting members of the congregation. Lay members are elected to terms of two years at the annual congregational meeting and are not eligible to serve more than two terms consecutively. At least one member of the Council may be a youth and one may be a young adult.

The Congregation Council is the board of directors of the congregation. The specific duties and responsibilities of the Council are described in C12.04. through C12.09. These duties include preparation of an annual budget, but the Council may enter into contracts of up to \$50,000 for items not included in the budget.

Under C12.11., the Council normally meets once per month. Special meetings may be called by the pastor or the president and must be called at the request of at least one-half of the members. C12.01. provides that a member's place on the Council may be declared vacant if the member ceases to be a voting member of the congregation or is absent from four successive meetings of the Council without cause.

## Chapter 13—Congregation Committees

The initial provisions of Chapter 13—13.01. through 13.06.—describe the composition and duties of the Executive Committee, the Nominating Committee, the Audit Committee, the Call Committee, and the Personnel Committee. The Call Committee is established only when there is a vacancy in a position for which the congregation calls a rostered minister.

The various committees are composed of members of the congregation, whether or not members of the Congregation Council. The pastor of the congregation is *ex officio* a member of all committees.

C13.08.01. describes the objectives and functions of the following remaining committees: Property Committee, Parish Education Committee, Fellowship Committee, Outreach Committee, Christian Care Committee, Stewardship Committee, and Worship Committee.

## Chapter 14—Organizations Within this Congregation

Chapter 14 states that all organizations within the congregation must exist to aid in ministering to members of the congregation and all persons who can be reached with the Gospel of Christ. All such organizations are subject to the congregation's oversight. Special interest groups, other than those of the ELCA's official organizations, may be organized only after authorization has been given by the Congregation Council.

## Chapter 15—Discipline of Members and Adjudication

\*C15.01. through \*C15.03. describe the grounds for discipline of a member and, based on Matthew 18:15–17, the pre-disciplinary steps that are to be attempted. The grounds for discipline are persistent and public denial of the Christian faith, continual and intentional interference with the ministry of this congregation, or willful and repeated harassment or defamation of member(s) of the congregation.

If the pre-disciplinary steps are not successful, the Congregation Council may prepare specific written charges against the accused member(s), which are then submitted to the synodical vice president. The vice president submits the charges to the accused and a five-person panel from the synod's Consultation Committee. The panel requests a written reply from the accused and attempts to resolve the matter. If consultation does not resolve the matter, the vice president refers the charges to the synodical Executive Committee, which selects six members from the Committee on Discipline to decide the case, plus a member of the Synod Council to serve as a nonvoting chair.

Under \*C15.04. and \*C15.05., the discipline hearing panel conducts a hearing in accordance with the procedures prescribed in the ELCA Constitution and Bylaws. Disciplinary sanctions require at least a two-thirds vote of the panel who are present and voting. Potential sanctions include suspension from congregation membership for a designated period of time or until the pastor and Congregation Council receive satisfactory evidence of repentance and amendment of life, termination of membership, and termination of membership and exclusion from the church property and all congregation activities.

\*C15.06. specifies that the panel's written decision is to be sent to the synodical vice president, the accused member(s), and the Congregation Council. The Congregation Council is to implement the decision and record the decision in the minutes of the Council's next meeting.

\*C15.11. provides a method for resolution of disagreements between or among factions of the congregation. If the disagreement cannot be resolved internally, members of the congregation may petition the synodical bishop for assistance. If the matter cannot be resolved, the bishop refers the situation to the synod's Consultation Committee. If the Consultation Committee's efforts are not successful, the matter is referred to the Synod Council for whatever process the Council deems necessary.

#### Chapter 16—Amendments

Under \*16.01., at least five voting members or the Congregation Council may propose amendments to the nonrequired provisions of the constitution. Proposed amendments must be filed in writing with the Congregation Council 60 days before consideration by the congregation at a regular or special meeting. The Congregation Council must notify the congregation's members of the proposal and the Council's recommendation at least 30 days in advance of the meeting.

\*C16.02. provides that a constitutional amendment must be approved by a majority vote at a legally called congregational meeting, be ratified without change at the next regular meeting of the congregation by a two-thirds majority, and have the effective date included in the resolution and noted in the constitution.

As an exception to the foregoing, \*C16.04. permits the constitution to be amended by a simple majority vote at a legally called congregational meeting to bring any section (either required or not required) into conformity with the ELCA's Model Constitution for Congregations. The Congregation Council must submit any such proposed amendment

with the Council's recommendation to the voting membership at least 30 days prior to the meeting.

All amendments must be submitted to the synodical secretary.

#### Chapter 17—Bylaws

The congregation may adopt bylaws that are not in conflict with the constitution. Bylaws may be adopted or amended at any legally called meeting of the congregation with a quorum present by a two-thirds vote of members present and voting.

Any voting member may propose changes to the bylaws. A proposed amendment must be submitted to the Congregation Council at least 60 days prior to the congregational meeting at which it will be considered. The Congregation Council must notify the membership of the proposed amendment with the Council's recommendations at least 30 days in advance of the congregational meeting.

Adopted or amended by bylaws must be sent to the synod.

#### Chapter 18—Continuing Resolutions

Either the Congregation Council (by a two-thirds vote of all voting members) or the congregation may adopt or amend continuing resolutions not in conflict with existing constitutional or bylaw provisions. Such continuing resolutions must be sent to the synod.

Note that the proposed Constitution and Bylaws document does not contain any continuing resolutions.

#### Chapter 19—Indemnification

\*C19.01. permits the congregation to indemnify any congregational agent who was or is threatened to be made a party to a broad range of legal proceedings providing the indemnification is consistent with state law.

C19.01.01 requires the congregation to provide such indemnification. C19.02.02 permits the congregation to purchase and maintain insurance covering its indemnification obligations.