



# **GLORIA DEI**

## **LUTHERAN CHURCH**

### **CONSTITUTION, BYLAWS, AND CONTINUING RESOLUTIONS**

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Constitution, Bylaws and Continuing Resolutions approved by the Congregational Council,  
December 17, 2015

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2016

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Continuing Resolution C13.07.E18 for Audit Committee, approved at Council Meeting, September  
25, 2018

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**Explanation:** The *Constitution* is organized into chapters by general subject matter and codified as (a) constitutional provisions, (b) bylaws, and (c) continuing resolutions. Each provision is preceded by a capital "C." If a constitutional provision is mandatory, it will be preceded by an asterisk, "\*C."

- a. Constitutional provisions are codified with two sets of numbers (preceded by a "C"): the chapter number, followed by a period and a two-digit number. A period follows the two-digit number. Thus, one required constitutional provision related to "Membership" in Chapter 8 is codified as "\*C8.02."

Constitutional provisions are adopted and amended in accordance with Chapter 17 titled "Amendments."

- b. Bylaw provisions follow constitutional provisions to which they apply. They are not intended to be organized in a separate document at the end of the constitutional provisions. Bylaws are codified with three sets of numbers: the chapter number (preceded by a "C"), the related constitutional provision number, and a two-digit number. There are periods after the chapter number, after the reference to the constitutional provision, and after the bylaw number. Thus, a bylaw provision related to "Membership" would be codified as "[C8.02.01.](#)" (color coded in blue)

Because bylaws and continuing resolutions normally relate to specific practices and details of each congregation's organization, operation, and life, there is not a model set of bylaws or continuing resolutions. Thus, each congregation has discretion and may develop its own bylaws and continuing resolutions, including bylaws and continuing resolutions under required constitutional provisions, but no such bylaw or continuing resolution may conflict with constitutional provisions in the *Model Constitution for Congregations*, the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, or the constitution of the synod, as indicated in \*C6.03.e. Bylaws are adopted and amended in accordance with Chapter 17.

- c. Continuing resolutions are intended to provide descriptions of operational patterns and practices or of the ongoing responsibilities of committees or other units within the organizational structure of the congregation. They follow the relevant constitutional provision or bylaw to which they refer. Continuing resolutions also are codified with three sets of numbers, except that the third set is preceded by a capital letter. Thus, a continuing resolution describing congregational committees in Chapter 13 might be numbered "[C13.07A13.](#)" The initial numbers "C13.07" indicate that the continuing resolution relates to the designated constitutional provision, which in this case provides that the duties of congregational committees may be specified in bylaws or continuing resolutions. The final letter and numbers "A13" designate that this is the first continuing resolution "A" and the year that it was adopted, in this example 2013. (color coded in green)

Continuing resolutions are adopted and amended in accordance with Chapter 18. Unlike constitutional provisions and bylaws which are adopted by the congregation at a legally called and conducted meeting, continuing resolutions may be adopted either by a congregational meeting or by the Congregation Council.

**CONSTITUTION, BYLAWS AND CONTINUING RESOLUTIONS**  
**OF**  
**GLORIA DEI 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 Gloria Dei Lutheran Church.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Gloria Dei Lutheran Church is hereinafter designated as "this congregation."
- C1.11.** This congregation shall be incorporated under the laws of the State of South Dakota.

**Chapter 2.**

**CONFESION OF FAITH**

- \*C2.01.** This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- \*C2.02.** This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
  - a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
  - b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
  - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- \*C2.03.** This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.
- \*C2.04.** This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true

declarations of the faith of this congregation.

- \*C2.05.** This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.
- \*C2.06.** This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- \*C2.07** This congregation confesses the Gospel, recorded in the Holy Scripture and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

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\*Required provision

## **Chapter 3.**

### **NATURE OF THE CHURCH**

- \*C3.01.** All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- \*C3.02.** The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.
- \*C3.03.** 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, and standing with the poor and powerless, and committing itself to their needs.
  - e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
  - f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and

preserve the unity which the Spirit gives.

**\*C4.03.** To fulfill these purposes, this congregation shall:

- a. Provide services of worship at which the Word of God is preached and the sacraments are administered.
- b. Provide pastoral care and assist all members to participate in this ministry.
- c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
- d. Teach the Word of God.
- e. Witness to the reconciling Word of God in Christ, reaching out to all people.
- f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
- g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.
- h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
- i. Foster and participate in ecumenical relationships consistent with churchwide policy.

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

**\*C4.05.** This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

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

## **Chapter 5.** **POWERS OF THE CONGREGATION**

**\*C5.01.** The powers of this congregation are those necessary to fulfill its purpose.

**\*C5.02.** The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.

**\*C5.03.** Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:

- a. call a pastor as provided in Chapter 9;
- b. terminate the call of a pastor as provided in Chapter 9;
- c. call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;
- d. adopt amendments to the constitution, as provided in Chapter 17, amendments to the bylaws, as specified in Chapter 16, and continuing resolutions, as provided in Chapter 18.
- e. approve the annual budget;
- f. acquire real and personal property by gift, devise, purchase, or other lawful means;
- g. hold title to and use its property for any and all activities consistent with its purpose;
- h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- i. elect its officers and Congregation Council, and require them to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions; and
- j. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.

**\*C5.04.** This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other

qualifications shall be as prescribed in guidelines established by the South Dakota Synod of the Evangelical Lutheran Church in America.

## **Chapter 6.**

### **CHURCH AFFILIATION**

- \*C6.01.** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the South Dakota Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- \*C6.02.** This congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- \*C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
  - a. This congregation agrees to be responsible for its life as a Christian community.
  - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
  - c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of ordained ministers of the Evangelical Lutheran Church in America or to contracting for pastoral services with an ordained minister 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 associates in ministry, deaconesses, and diaconal ministers for call to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
- e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

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

- a. This congregation takes action to dissolve.
- b. This congregation ceases to exist.
- c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America.
- d. This congregation follows the procedures outlined in \*C6.05.

**\*C6.05.** A congregation may terminate its relationship with this church by the following procedure:

- a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds vote of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the Congregation Council. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
- b. The secretary of the congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod and the congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the synod of the notice as specified in paragraph b. above.
- d. If the congregation, after such consultation, still seeks to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the meeting shall be mailed to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.

- e. A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraphs g., h., and i. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church.
- f. Notice of termination shall be forwarded by the bishop to the secretary of this church, who shall report the termination to the Churchwide Assembly.
- g. Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in \*C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
- h. Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to receive synodical approval before terminating their membership in this church.
- i. Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.
- j. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's first meeting as specified in paragraph a. above, another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of \*C6.05. and may begin no sooner than six months after that second meeting.

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

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

## **Chapter 7.**

### **PROPERTY OWNERSHIP**

**\*C7.01.** If this congregation ceases to exist, title to undisposed property shall pass to the

South Dakota Synod of the Evangelical Lutheran Church in America.

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

**\*C7.03.** If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, 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 South Dakota Synod.

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

## **Chapter 8. MEMBERSHIP**

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

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

- a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. **Voting** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the

congregation.

d. **Associate** members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, or persons who wish to retain a relationship with this congregation while being members of other congregations. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation.

**\*C8.03.** All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council.

**\*C8.04.** It shall be the privilege and duty of members of this congregation to:

- a. make regular use of the means of grace, both Word and sacraments;
- b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and
- c. support the work of this congregation, the synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action in accordance with ELCA constitutional provision 20.40. and the accompanying bylaws; or
- e. removal from the roll due to inactivity as defined in the bylaws.

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

## **Chapter 9.** **THE PASTOR**

**\*C9.01.** Authority to call a pastor shall be in this congregation by at least a two-thirds majority ballot vote of members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by 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 clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.

**C9.02.01.** The Congregation Council, after the congregation has voted to call a pastor, shall transmit a Letter of Call to the pastor which shall bear the signatures of the president and the secretary of the congregation. The Letter of Call shall specify salary, benefits, terms of payment, and the mutual duties and responsibilities of the pastor and congregation.

**\*C9.03.** Consistent with the faith and practice of the Evangelical Lutheran Church in

America,

- a. Every ordained minister shall:
  - 1) preach the Word;
  - 2) administer the sacraments;
  - 3) conduct public worship;
  - 4) provide pastoral care; and
  - 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
- b. Each ordained minister with a congregational call shall, within the congregation:
  - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
  - 2) supervise all schools and organizations of this congregation;
  - 3) install regularly elected members of the Congregation Council; and
  - 4) with the council, administer discipline.
- c. Every pastor shall:
  - 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
  - 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
  - 3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and endeavor to increase the support given by the congregation to the work of the churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the South Dakota Synod of the ELCA.

**\*C9.04.** The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.

**\*C9.05.** 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 death or, following consultation with the synodical bishop, for the following reasons:

- 1) mutual agreement to terminate the call or the completion of a call for a specific term;
- 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
- 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions;
- 4) physical disability or mental incapacity of the pastor;
- 5) suspension of the pastor through discipline for more than three months;
- 6) resignation or removal of the pastor from the roster of ordained ministers of this church;

- 7) termination of the relationship between this church and the congregation;
- 8) dissolution of the congregation or the termination of a parish arrangement; or
- 9) suspension of the congregation through discipline for more than six months.

- b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
  - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two ordained ministers and one layperson, or
  - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two ordained ministers and one layperson.
- c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant and the pastor shall be listed on the clergy roster as disabled. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of the congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to the congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by the congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, the congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- 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 disciplinary action, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and

continuing resolutions.

C9.05.01. The Call shall be for an indefinite time, except as specified by its own terms; and in event of the resignation, death, or retirement of the senior pastor, all associate or assistant pastors shall tender a resignation to the Congregation Council as designated in The Letter of Call or within six months of the installation of the senior pastor. Mutually satisfactory arrangements shall be sought for terminating the services of such associate or assistant pastors so asked to resign.

C9.05.02. Because both pastor and congregation are parties to the Call, no pastor shall announce his/her decision on any subsequent Call without first having consulted with the Congregation Council. An associate pastor or assistant pastor shall also consult with the senior pastor. Should a pastor resign to accept another Call, his/her resignation shall be presented to the Congregation Council and mutually satisfactory arrangements sought for terminating his/her services.

C9.05.03. A desire for a change in pastorate, either by congregation or pastor, shall be brought to the attention of the synod bishop, who shall advise in the matter according to the constitution.

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

**\*C9.07.** During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.

**\*C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.

**\*C9.09.** When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

C9.09.01. The pastoral staff shall consist of the senior pastor and such other pastors as are from time to time called by the congregation to serve in ministry of Gloria Dei Lutheran Church.

C9.09.02. The senior pastor shall be the administrative head of the church staff. The senior pastor shall be a voting member of the Executive Committee and an ex officio non-voting member of the Congregation Council and other ministries and committees of the congregation and its auxiliary organizations. The senior pastor is

expected to provide the guidance to the congregation in the development of long-range goals, policies, and objectives. The senior pastor shall make recommendations with respect to the make-up of the staff.

**C9.09.03.** Every pastor serving the congregation shall have an undivided loyalty to the faith and purpose of the Church, according to Chapters 2 and 4 of the constitution. Any question concerning such loyalty shall be adjudicated according to the recommended procedure of the Evangelical Lutheran Church in America.

**\*C9.11.** With the approval of the bishop of the synod, the congregation may depart from \*C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of \*C9.05.a.

**\*C9.12.** The pastor of this congregation:

- a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
- b. shall submit a summary of such statistics annually to the synod; and
- c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.

**\*C9.13.** The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

**\*C9.14.** The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.

**C9.20. Ecumenical pastoral ministry**

**C9.21.** Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, an ordained minister of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between the congregation and the ordained minister in a form proposed by the synodical bishop and approved by the congregation.

**C9.21.01.** Clergy qualified according to the constitution may occasionally perform pastoral functions in this congregation with the approval of the Congregation Council and its senior pastor or, in case of a vacancy in the pastorate, with the approval of the Congregation Council and the synod bishop.

**Chapter 10.**

## **CONGREGATION MEETING**

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

**C10.01.01.** There shall be an annual meeting held in January of each year with the day and time determined by the Congregation Council.

**C10.01.A16.** The order of business at the annual meeting of the congregation shall be as set forth below. The order of business at any special meeting of this congregation shall be as specified in the notice of such meeting.

- a. Opening devotion
- b. Approval of minutes
- c. Reports of the pastors, the Congregational Council, the church officers, the ministry teams, and others
- d. Unfinished business
- e. New business
- f. Approval of budget
- g. Closing prayer

**C10.02.** A special Congregation Meeting may be called by the Senior Pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of the congregation upon the written request of 10 percent of the voting members. The president of the Congregation Council shall call a special meeting upon request of the synodical bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.

**C10.03.** Notice of all meetings of this congregation shall be 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.** 50 voting members shall constitute a quorum.

**C10.05.** Voting by proxy or by absentee ballot shall not be permitted.

**C10.06.** All actions approved by the congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.

**C10.06.01.** Prior to each annual meeting or special meeting of the congregation, a designated representative, shall have available the correct list of members entitled to vote at such meetings. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meetings.

**C10.06.02.** The vote upon all issues shall be in such manner as the president of the congregation shall direct, except that in the following cases, vote shall be by written ballot:

- a. To adopt or amend the Articles of Incorporation, constitution, or bylaws of the congregation;
- b. To call a pastor or to request the resignation of any pastor;
- c. To remove a member from the congregation or to remove a member from office in the congregation;

- d. To sever membership in the Evangelical Lutheran Church in America (or its successor);
- e. To dispose of, encumber, or purchase real property;
- f. To elect council officers and members;
- g. Any other instance when requested by a voting member of the congregation.

**C10.07.** *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

**C10.08.** Location

**C10.08.01.** Unless otherwise specifically designated by the Congregation Council or by the congregation, all meetings of the congregation shall be held on the premises of the congregation.

## **Chapter 11.**

### **OFFICERS**

**C11.01.** The officers of this congregation shall be a president, vice president, secretary, and treasurer.

- a. Duties of the officers shall be specified in the bylaws.
- b. The officers shall be voting members of the congregation.
- c. Officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council.

**C11.01.01.** The president shall preside over meetings of the Congregation Council, the Executive Committee, and the congregation. The president shall be a voting member to the Synod Assembly.

**C11.01.02.** The vice-president shall preside in the absence of the president, and shall serve as chairperson of the annual stewardship program, and a voting member to the Synod Assembly.

**C11.01.03.** The secretary shall keep the minutes of the Congregation Council and of the congregation.

**C11.01.04.** The treasurer shall be custodian of all funds of the congregation, and shall disburse all funds in accordance with the local budget and other decisions of the congregation, the Congregation Council, or the Ministry of Administration. The Treasurer shall present a duly audited report to the annual congregational meeting and such other reports to the Congregation Council and the Ministry of Administration as may be required. The Treasurer will serve as an ex officio non-voting member of the Ministry of Administration.

**C11.02.** The congregation shall elect its officers. The officers shall be elected by written ballot at a time set in the bylaws and shall serve for two years or until their successors are elected. Their terms shall begin at the close of the annual meeting.

**C11.02.01.** The election of officers will occur on the first full weekend in November. The election will be conducted during all services of the selected weekend, using a written ballot. Ballots will be tallied following the final service and results will be announced in the bulletin on the following weekend. No member shall be elected to any office unless he or she shall have received a majority of the votes cast by the quorum in the election ballot. In any election in which more than a single ballot is required, the second ballot shall be limited to those two candidates receiving the highest number of votes. Written ballots will be distributed during all services of the weekend immediately following the first ballot in any election where additional ballots are required.

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

## **Chapter 12.**

### **CONGREGATION COUNCIL**

**C12.01.** The voting membership of the Congregation Council shall consist of the officers of the congregation, and three at-large members elected by the congregation at a time established by the bylaws. The Senior Pastor shall be an ex-officio member of the Congregation Council. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council without cause. Consistent with the laws of the state in which this congregation is incorporated, the congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

**C12.02.** The members of the Congregation Council shall be elected by written ballot to serve for two years or until their successors are elected. Such members shall be eligible to serve no more than two full terms consecutively. An unexpired term shall not be considered a term of office. Their terms shall begin at the close of the annual meeting.

**C12.02.01.** The election of members of the Congregation Council will occur on the first full weekend in November. The election will be conducted during all services of the selected weekend, using a written ballot. Ballots will be tallied following the final service and results will be announced in the bulletin on the following weekend. No member shall be elected unless he or she shall have received a majority of the votes cast by the quorum in the election ballot. In any election in which more than a single ballot is required, the second ballot shall be limited to those two candidates receiving the highest number of votes. Written ballots will be distributed during all services of the weekend immediately following the first ballot in any election where additional ballots are required.

**C12.02.A16** Terms shall be staggered so that non-officer Congregation Council members are elected on the opposite year as the Congregation officers.

**C12.03.** Should a member's place on the Congregation Council, or other elected positions, be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting.

**C12.04.** The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:

- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
- b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.

- c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
- d. To maintain supportive relationships with the pastor(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 a pastor.
- h. To reasonably encourage partnership with the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
- i. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

**C12.04.01.** The Congregation Council may appoint committees and task forces as it deems necessary to carry out its duties and responsibilities consistent with C12.04.

**C12.04.02.** The Congregation Council shall be responsible for overseeing all actions of the official ministry teams, committees, or task forces, including the Executive Committee, and may review, amend, or reverse actions thereof.

**C12.04.03.** The establishment of all auxiliary organizations shall be approved by the Congregation Council.

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

- a. The Congregation Council shall be the board of directors of this congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of South Dakota, except as otherwise provided herein.
- b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.

**C12.05.01.** The Congregation Council shall, by a two-thirds majority vote of the voting members present, have the authority to borrow sums of up to one-third of the amount of the current annual budget for financial requirements authorized in the budget for that year.

**C12.05.02.** The Congregation Council may not, without special resolution and authorization of the congregation, spend more than 5% in excess of the last approved operating budget in any given year for any purchase, improvement, or other reason unless provided for in the budget approved by the congregation.

**C12.05.03.** The Congregation Council has the authority to purchase or lease property on behalf of Gloria Dei Lutheran Church within the powers granted to it by the congregation.

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

**C12.09.** The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.

**C12.11. Meetings**

**C12.11.01.** The Congregation Council shall normally meet monthly at a date, time, and place designated by the officers.

**C12.11.02.** A special Congregation Council meeting may be called by the President of the Congregation, the Senior Pastor, or the Executive Committee.

**C12.11.03.** The Congregation Council shall have a quorum of at least a majority of its members. No member shall be allowed to vote by absentee ballot or by proxy.

**C12.11.04.** Congregation Council meetings are open to members of the congregation and members of the professional staff, except that the Congregation Council may, upon its resolution, meet in executive session. All votes must occur at open meetings. A request to make a presentation must be submitted to the president or secretary at least five (5) days before the Congregation Council meeting.

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

## **Chapter 13.**

### **CONGREGATION COMMITTEES**

**C13.01.** There shall be an ***Executive Committee*** with duties and membership as specified in the bylaws.

**C13.01.01.** The Executive Committee of the Congregation Council and the congregation shall be composed of the president, vice-president, the senior pastor, the treasurer and one Council member elected by and from the Congregation Council for a term of one year. The past-president may serve as an ex-officio non-voting member of the Executive Committee at the request of the president or senior pastor. All members of the Executive Committee, except the past-president, shall have voting privileges. An exception to this will be that the senior pastor will not have voting privileges on matters concerning the review of his/her performance, salary or benefits.

**C13.01.02.** The Executive Committee is authorized to act in matters of human resources. The Committee is responsible for:

- a. monitoring the development, maintenance, and consistent administration of personnel policies that reflect good Christian management practice under applicable employment law
- b. approving all hiring and firing
- c. overseeing the development and approval of compensation and benefits structure and specifics, including the approval of changes to compensation that fall outside of the approved structure
- d. developing and overseeing staff compensation and benefits line items in the annual budget

- e. reviewing and approving job descriptions and lines of authority among staff members
- f. ensuring staff appraisals take place according to an approved plan
- g. oversight and appraisal of the senior pastor

**C13.01.03.** The Executive Committee is authorized to act on behalf of the Congregation Council in matters of urgency between meetings of the Council. Such decisions must be within the general limits of policy and authorizations of the Congregation Council. In cases where authorization or approval of action is uncertain, the Executive Committee shall call a special meeting of the Congregation Council.

**C13.01.04.** Any action taken by the Executive Committee on behalf of the Congregation Council must be presented to the Congregation Council at its next meeting.

**C13.07** Provision for the establishment of ministry teams and committees shall be specified in the bylaws or continuing resolutions.

**C13.07.01.** There shall be the following official ministry teams:

- a. Ministry of Congregational Care
- b. Ministry of Worship and Evangelism
- c. Ministry of Children, Youth, and Family
- d. Ministry of Mission and Outreach
- e. Ministry of Administration

**C13.07.02.** Membership of each ministry team shall consist of a team leader and a minimum of three congregational members. Ministry team leaders shall be appointed by the Congregation Council. Congregational members shall be determined by the respective ministry team leader. Team membership may vary based on ministry plan and needs. Team members are voting members of the respective ministry teams.

**C13.07.03.** Resignation and Removal. A ministry team member may resign at any time by submission of a written resignation to the ministry team. Any member may be removed upon the affirmative vote of not less than two-thirds of the members of the Congregation Council.

**C13.07.04.** Each ministry team will:

- a. develop a two year vision plan
- b. develop a detailed annual plan
- c. keep a permanent set of minutes for each meeting; copies will be distributed to team members and all team leaders; and quarterly to the Congregation Council
- d. record when emerging ministries arise and are acted upon
- e. annually review its progress and evaluate its performance
- f. provide a report of its activities to the annual meeting of the congregation and to each regular meeting of the Congregation Council
- g. recruit, train, and motivate members of this congregation to be involved in the tasks and programs of the ministry

**C13.07.05.** Expenditures in excess of a ministry team total budget must be approved by the Congregation Council.

**C13.07.06.** Each ministry team shall have ultimate authority for the designated area of its responsibility and the necessary and proper powers to carry out such responsibilities

and shall be accountable to the congregation and Congregation Council.

**C13.07.10. Ministry Team Functions**

**C13.07.A16 Ministry of Congregational Care**

The Ministry of Congregational Care's mission is to provide care, concern, prayer and support for families and individuals at various stages, places and circumstances of life and to engage the congregation in service and community for one another.

- a. Health Ministry: To promote physical, emotional, spiritual and social wellness that encourages healthy and healing relationships with God, family, faith, communities and creation. Health Ministry offers many opportunities for health support, healing, prayer, and service in Christ's name. For example: Elizabeth Ministry, Exercising Your Faith, Prayer Shawl Ministry, Special Services such as the Service of Hope and Remembrance, Women in Transition, Walking Souls, Check'n (Blood Pressure checks on the second weekend of the month) and Bloodmobile.
- b. Small Group Ministry: In collaboration with staff and volunteers develops and/or facilitates support/small groups based on identified needs and resources. The C.A.S.T (Called and Sent Team) teams such as Card CAST, Hero CAST, Divorce CAST, Food CAST and Empty Arms make up this small group ministry at Gloria Dei.
- c. Stephen Ministry: Coordinates this structured program which equips lay members to provide confidential, longer term, and one-to-one Christian care to individuals in the congregation who are experiencing difficulties in their lives. Ongoing education and peer supervision are part of this program's commitment to excellence.
- d. Visitation Ministry: Coordinates the hospital, home bound and general visitation of Gloria Dei's members. This ministry is in cooperation with the Pastors and others in the congregation (staff and lay) offering Pastoral/Congregational Care.
- e. Education Ministry: Prepares, develops, and/or coordinates educational programs based on identified needs for healthier lifestyle, early illness detection, and spiritual growth and wellbeing, and health resources. Educational opportunities include Bible Studies/Classes/Courses.

**C13.07.B16 Ministry of Worship and Evangelism**

The Ministry of Worship and Evangelism's mission is to bring together Christians and non- Christians into the presence of God and into a life-giving relationship with Christ.

- a. Provide for an active and meaningful worship life for all members, friends, and visitors of Gloria Dei
- b. Work with the Senior Pastor on coordination of worship services
- c. Promote the use of music and the arts as a means of praise and worship in the congregation

- d. Equip, train, and provide opportunities for congregation members to share their faith stories with others
- e. Use social media, mailings, website, and other means to publicly invite and share news about the ministry of Gloria Dei
- f. Oversee new member acculturation into the life of Gloria Dei
- g. Support the pastoral, music, media, and lay ministry staff

#### **C13.07.C16** Ministry of Children, Youth, and Family

The Ministry of Children, Youth and Family's mission is to offer curriculum in every age group that integrates the elements of worship, outreach, learning and fellowship for Christian faith development.

- a. Nursery (0-2): Coordinates this ministry along with Nursery Staff.
- b. Milestone Ministry: The mission of Milestone Ministry is to help families pass on the Christian faith to their children. It is a way to celebrate events in our everyday lives that shape our identity and give us a sense of belonging to the family of Jesus Christ.
- c. Church School (Age 2 – Grade 5): Works with education staff and teachers to coordinate this Church School ministry offering (Wednesdays and Sundays). Works with the education staff to offer periodic Learning Events for this age group.
- d. Church School (Grades 5 – 6): Works with education staff and teachers to coordinate this Church School ministry offering (Wednesdays and Sundays). Works with the education staff to offer periodic Learning Events for this age group.
- e. Middle School (Grades 6 – 8): Works with Pastor(s), education staff and small group leaders to coordinate middle school and confirmation ministry.
- f. High School (Grades 9 – 10): Works with education staff, youth assistants and adult leaders to coordinate this ministry.
- g. Young Adults: Works with staff to coordinate this ministry.
- h. Camping/Retreating/Summer Trips/VBS/Day Camp: Works with staff to coordinate this ministry.
- i. Fund Raising: Works with staff and adult leaders to accomplish needed events/projects to fund raise for this ministry.
- j. Mission Outreach: While outreach is incorporated into the integrated Christian learning system at every age level, periodic outreach events are coordinated by the Director of Children, Youth and Family Ministries.

#### **C13.07.D16** Ministry of Mission and Outreach

The Ministry of Mission and Outreach's mission is the implementation of mission strategies to local and global settings.

- a. God's Work – Our Hands: To create teams and/or committees as necessary to study special areas of need, explore opportunities, plan projects or programs, and to carry out the plans in such a way that the congregation has opportunities to use their hands to do God's work.
- b. Christian Service Programs: To increase the awareness of the congregation to

- the needs of people and marshal the resources of the congregation to alleviate physical, mental and spiritual suffering, locally and beyond the congregation.
- c. Partnership Ministries: To lead the congregation in monthly Partnership Ministries, thereby on a regular basis engaging the congregation in direct involvement in, financial support for, and prayer on behalf of, ministries of the South Dakota Synod and the Evangelical Lutheran Church in America, as well as other ministries world-wide.
- d. Benevolent Living: To provide such information, and living examples, to the congregation so that members are led to personally and generously respond to local, state, national and world- wide needs of God's children.
- e. Companion Synods: To engage the congregation in active and personal participation in ministries in our SD Synod Companion Synods in Cameroon and Nicaragua. To support and empower individuals and/or groups to travel to Cameroon and/or Nicaragua to serve God's children and Church there.
- f. Give the Glory: To direct to God all praise for tasks accomplished, gifts given, ministries funded and lives enhanced.

### C13.07.E18 Ministry of Administration

The Ministry of Administration's mission is to manage the business operations of Gloria Dei Lutheran Church including the oversight of property, personnel and financial operations.

- a. Facilities Management: To supervise the care and maintenance of the building, property and equipment; maintain church insurance and inventories of all church property; and manage church contractual arrangements.
- b. Personnel Management: To administer staff benefit programs, ensure that the church is in compliance with requirement of state or federal laws and church policies and procedures. Responsible for all necessary payroll matters including pension, medical insurance, social security, medicare, 1099s, W2s and taxes.
- c. Financial Management: To assist and help coordinate the church budget process; oversee the financial administration of the church; approve and coordinate the payment of all bills for expenses incurred according to approved budgets and church policies.
- d. Information Systems Management: To implement and coordinate IT systems; ensure effective and up-to-date computer processes.
- e. Data Management: To provide monthly financial data to the Treasurer and Church Council; establish and maintain accounts receivable and accounts payable records and files; manage the signing of church checks; be the keeper of the permanent records of the congregation.
- f. Endowment: To provide oversight of the Gloria Dei Endowment.
- g. Audit Committee
  - 1. Membership Three (3) voting members to be appointed by the Church Council.
    - a. Term is for three years (staggered)
    - b. May be re-elected
    - c. Should be familiar with financial and ideally audit procedures
  - 2. Duties of the audit committee shall be the audit of the financial reports and books and records of the Church prior to the annual meeting and to report the results to the congregation in the annual report. The scope of the audit may be determined by the audit committee and may include all records and accounts of the church and the endowment fund of the church. The audit should include a review of internal controls over the financial reporting of the church.

### C13.07.30.Endowment

C13.07.31.The purpose of the Endowment is to enhance the mission and outreach of Gloria Dei. The Gloria Dei Endowment exists to provide an avenue for members who wish to bequeath gifts to the church in their wills, and for those who wish to contribute to the mission and outreach of Gloria Dei in a way that ensures their gifts keep on giving.

C13.07.32. The Endowment shall be managed by two (2) Trustees, elected by the congregation for two-year terms; maximum of two consecutive terms. One Trustee shall be elected each year

C13.07.33. The Trustees shall meet at least two times per year with the Ministry of Administration Team, providing a financial update report on the Endowment. The Trustees may collaborate with the Ministry of Administration Team to raise the congregation's awareness of the Endowment in order to increase donations to the Endowment.

C13.07.34. The Trustees will maintain or ensure accurate accounting of the Endowment. The Endowment shall be audited annually.

C13.07.35. The Trustees shall prepare an annual report consisting of the amounts donated to each fund by quarter, the total assets of each fund, investment performance, and the amounts distributed. This annual report shall be submitted to the Ministry of Administration Team, then the Congregation Council for review. The Endowment annual report will be included in the Annual Report to the Congregation.

C13.07.36. The Endowment shall be divided into a General Fund and Restricted Funds. The established funds are:

- a. General Fund
- b. Camp Counselor Scholarship Fund (restricted)
- c. Pre-School Fund (restricted)
- d. Seminary Scholarship Fund (restricted)
- e. Augustana Pact Fund (restricted)
- f. Global Mission Partner Fund (restricted)

C.13.07.37. Donations

- a. Undesignated donations to the Endowment will be placed in the Endowment General Fund.
- b. Donations may be designated to any of the funds or divided between the funds in any portion the donor wishes.
- c. A minimum donation of \$10,000 is required to establish a new fund. A new fund must be approved by the Congregation Council. Once established, that fund will be added to the list of established funds.
- d. Donations to the Endowment shall consist of cash and assets readily converted to cash. Other donations which by their nature are illiquid and difficult to value, such as real or personal property, etc., require approval by the Congregational Council.

C13.07.38. The Endowment shall in practice consist of one primary fund that shall hold in common all the assets of the individual (established) funds. It shall be invested in the name of Gloria Dei Lutheran Church Endowment. The primary fund is invested in the ELCA Endowment Fund Pooled Trust. The Trustees together with the Ministry of Administration Team may change the investment location and/or overall strategy subject to the approval of the Congregational Council.

C13.07.39. Distributions

- a. The total assets in each of the individual funds shall be determined quarterly by

taking the current primary fund total assets balance and subtracting the total of all donations deposited into the

primary fund during the quarter. This amount is multiplied by the previous quarter's percent for each fund. Then the donations during the quarter per fund are added each fund's results.

- b. Up to five (5) percent of each fund shall be distributed annually:
  - 1) A fund shall be entitled to a distribution as long as the three-year rolling quarterly average total assets of the fund are more than the total donations to the fund plus any initial total assets.
  - 2) If a fund is entitled to a distribution (as described above), a five percent distribution of the three-year quarterly average total assets of that fund shall then be made, unless a five percent distribution would cause that fund's current total assets to drop lower than the total donations to the fund plus any initial total assets. In that case, a partial distribution shall be made in an amount that results in leaving the fund's total assets at the amount of the total donations plus any initial total assets.
  - 3) If a restricted gift contains other distribution requirements, those requirements take precedence.
- c. The Trustees shall transfer any annual distributions into a money market fund that can be accessed by the congregation treasurer. The amount transferred for each fund shall be reported to the Ministry of Administration Team.
- d. The Congregational Council shall determine the annual distribution from the General Fund, upon recommendation of the Ministry of Administration Team. It shall not be common practice to utilize the distribution from the General Fund for the annual operating budget.
- e. The Ministry of Administration Team shall be responsible for ensuring all monies are utilized in accordance with fund restrictions. Discussions regarding this utilization shall be conducted by the Ministry of Administration Team in collaboration with the Endowment Trustees.

#### C13.07.50.Nominating Committee

C13.07.51.The Nominating Committee shall consist of five members. The senior pastor shall be an ex officio non- voting member of the committee and its initial convening official. The chairperson shall be the immediate past president of the congregation.

C13.07.52.The members of the nominating committee shall serve for a term of two years. Each year two members will be elected. No person shall serve more than two consecutive terms as a member of the Nominating Committee.

C13.07.53.Any vacancy on the Nominating Committee shall be filled by action of the Congregation Council.

C13.07.54.The Nominating Committee may adopt such procedures for the conduct of its business as it may determine necessary, including the right to meet in executive session. The decisions of the Nominating Committee shall not be subject to review except as its nominations are considered for election to office.

C13.07.55. The committee shall solicit from the general membership for annual elections and on the occurrence of Congregation Council, Synod Assembly voting member, or other elected position vacancies, names of qualified nominees, confirming with nominees their willingness to be candidates.

C13.07.56. Nominate as candidates voting members who embrace the privilege and duty of membership as described in the constitution and who are willing to serve.

C13.07.57. Prior to elections, poll officers and council members eligible for re-election to the same or a different position, as to their willingness to be candidates for election.

C13.07.58. Nominate, for elections, one or more candidates for each vacancy to be filled, the required number of congregation voting members to the Synod Assembly (in addition to the congregation president and vice president who are voting members by virtue of their office), and candidates for the Nominating Committee.

C13.07.59. Receive additional nominations from voting members up to two weeks prior to the election for inclusion on the list of candidates, provided nominees meet the qualifications specified in C8.01.

C13.07.60. Submit to the Congregation Council nominees for appointment to vacant Congregation Council, committee, Synod Assembly voting member, or other elected position members pursuant to C12.03.

## **Chapter 14.**

### **ORGANIZATIONS WITHIN THE CONGREGATION**

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

**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 the congregation, or willful and repeated harassment or defamation of member(s) of the congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15-17, proceeding through these successive steps, as necessary:

- a) private counsel and admonition by the pastor, b) censure and admonition by the pastor in the presence of two or three witnesses, c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a

consultation panel drawn from the Consultation Committee of the synod, and d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.

**\*C15.02.** The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to C15.01 do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two clergy). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.

**\*C15.03.** If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case, and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members plus the nonvoting chair comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.

**\*C15.04.** The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

**\*C15.05.** By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:

- a. suspension from the privileges of congregation membership for a designated period of time;
- b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
- c. termination of membership in the congregation; or
- d. termination of membership in the congregation and exclusion from the church

property and from all congregation activities.

**\*C15.06.** The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.

**\*C15.07.** No member of the congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.

**\*C15.10. Adjudication**

**\*C15.11.** When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

## **Chapter 16. BYLAWS**

**\*C16.01.** This congregation may adopt bylaws. No bylaw may conflict with this constitution.

**\*C16.02.** Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.

**\*C16.03.** Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.

**\*C16.04.** Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

## **Chapter 17. AMENDMENTS**

**\*C17.01.** Unless provision \*C17.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least 10% of the voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members 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.

**\*C17.02.** An amendment to this constitution, proposed under \*C17.01., shall:

- a. be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those present and voting;
- b. be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting; and
- c. have the effective date included in the resolution<sup>2</sup> and noted in the constitution.

**\*C17.03.** Any amendments to this constitution that result from the processes provided in \*C17.01. and \*C17.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify the congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.

**\*C17.04.** This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a simple majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to the congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of 10% of the voting members of the congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

**Chapter 18.**

**CONTINUING RESOLUTIONS**

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

## **Chapter 19.**

### **INDEMNIFICATION**

**\*C19.01.** Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact 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. Gloria Dei agrees to indemnify, defend and to hold harmless any member, Congregation Council member, officer, employee, agent or other member of any committee or ministry team of this congregation from any claims, demands, liabilities, judgments, damages, expenses, and losses incurred, including court costs and reasonable attorney's fees, to the extent such claims, demands, liabilities, judgments, damages, expenses and losses arise out of or are based upon the actions taken in good faith or in the ordinary course of prudence. Any member, Congregation Council member, officer, employee, agent or other member of any committee or ministry team of this congregation shall be liable for any fraudulent, criminal or willful acts of misconduct or reckless or negligent acts or omissions in the performance of their duties for Gloria Dei.

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