

CONSTITUTION

and

BYLAWS

for

Zumbro Evangelical
Lutheran Church

of

Rochester, Minnesota

Constitution and Bylaws
for
Zumbro Evangelical Lutheran Church

Certain chapters in this constitution are preceded by an asterisk [*]. These Chapters are taken from the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* and are required provisions in this constitution (see Introduction in the model). These Chapters must be incorporated as found in the model without alteration or amendment of the text in any manner (neither additions nor deletions). Whenever this constitution is reviewed or amended, the most recent edition of the model should be examined to determine if there are any changes to the required provisions. Constitution provisions are preceded by C. Bylaw provisions are preceded by B. Continuing resolutions are preceded by CR.

Table of Contents

<u>Topic</u>	<u>Page</u>
Constitution and Bylaws	
Preface.....	2
*Preamble	4
Chapter 1 Name and Incorporation.....	4
*Chapter 2 Confession of Faith.....	4
*Chapter 3 Nature of The Church	5
*Chapter 4 Statement of Purpose	6
*Chapter 5 Powers of the Congregation.....	7
*Chapter 6 Church Affiliation.....	8
*Chapter 7 Property Ownership	11
*Chapter 8 Membership	11
*Chapter 9 The Pastor	13
Chapter 10 Congregation Meeting.....	17
Chapter 11 Officers	19
Chapter 12 Congregation Council	19
Chapter 13 Congregational Committees.....	23
Chapter 14 Organizations within the Congregation	24
*Chapter 15 Discipline of Members.....	24
*Chapter 16 Bylaws.....	26
*Chapter 17 Amendments	26
*Chapter 18 Continuing Resolutions.....	27
*Chapter 19 Indemnification	28
*Chapter 20 Reserved for ELCA	28
Chapter 21 Endowment Fund of Zumbro Lutheran Church.....	29
Appendix	
Continuing resolutions	A
History of changes to the Constitution and Bylaws and Continuing Resolutions	D

* See preface for explanation of asterisks

**CONSTITUTION AND BYLAWS
FOR
ZUMBRO EVANGELICAL LUTHERAN CHURCH
of Rochester, Minnesota**

***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 ~~Chapter~~ 1
NAME AND INCORPORATION**

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

**CHAPTER ~~Chapter~~ 2
CONFESSION OF FAITH**

- *C2.01.** This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- *C2.02.** This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
- a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
 - b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
 - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- B2.02.01** This congregation may have fellowship of worship with religious groups that have as their central doctrine the confession of faith in the Triune God and in Jesus Christ as the eternal Son of God incarnate to be our only Savior from sin.

- *C2.03. This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.
- *C2.04. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- *C2.05. This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.
- *C2.06. This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- *C2.07. This congregation confesses the Gospel, recorded in the Holy Scripture and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

CHAPTER ~~Chapter~~ 3

NATURE OF THE CHURCH

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

CHAPTER 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.

C4.02. g. Accept the ministry of reconciliation that has been entrusted to us.

***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. (See Chapter *C4.02.g, C12.07)
- *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 Chapter 5 POWERS OF THE CONGREGATION

- *C5.01.** The powers of this congregation are those necessary to fulfill its purpose.
- *C5.02.** The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- *C5.03.** Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:
- a. call a pastor as provided in Chapter 9;
 - b. terminate the call of a pastor as provided in Chapter 9;
 - c. call a minister of Word and Service;
 - d. call or terminate the call of a minister of Word and Service associates in ministry, deaconesses, and diaconal ministers in conformity with the constitution applicable policy of the Evangelical Lutheran Church in America;

- ~~d.~~ e. adopt amendments to the constitution, as provided in Chapter ~~16~~¹⁷, amendments to the bylaws, as specified in Chapter ~~17~~¹⁶, and continuing resolutions, as provided in Chapter 18.
- e. f. approve the annual budget;
- ~~f.~~ g. acquire real and personal property by gift, devise, purchase, or other lawful means;
- ~~g.~~ h. hold title to and use its property for any and all activities consistent with its purpose;
- ~~h.~~ i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- ~~i.~~ j. elect its President, Vice President, and Congregation Council and require them to carry out their duties in accordance with the constitution, bylaws and continuing resolutions; and
- ~~j.~~ k. 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 Southeastern Minnesota Synod of the Evangelical Lutheran Church in America.

C5.05. This congregation shall have a mission endowment fund that will operate as specified in this congregation's bylaws. The purpose of the mission endowment fund is to provide for mission work beyond the operational budget of this congregation

~~CHAPTER~~ **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 Southeastern Minnesota 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 **Ministers of Word and Sacrament** of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of ~~ordained ministers~~ **Ministers of Word and Sacrament** of the Evangelical Lutheran Church in America or to contracting for pastoral services with ~~an ordained~~ a **minister of Word and Sacrament** of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
- d. This congregation agrees to consider **ministers of Word and Service** ~~associates in ministry, deaconesses, and diaconal ministers~~ for call to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
- e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

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

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

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

- a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of ~~this~~ 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 **the ELCA** ~~this church~~, who shall report the termination to the Churchwide Assembly.
- g. **This congregation shall abide by these covenants by and among the three expressions of this church:**
 - ~~g.~~ 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in *C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
 - ~~h.~~ 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to receive synodical approval before terminating their membership in this church.
 - ~~i.~~ 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.

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

- *C6.06. If this congregation considers relocation, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is ~~affected~~ **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 ~~Chapter~~ 7

PROPERTY OWNERSHIP

- *C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Southeastern Minnesota 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 such action to transfer to another Lutheran church body, it shall consult with representatives of the Southeastern Minnesota 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~~ **Chapter 8**
MEMBERSHIP

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

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

- a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. **Voting** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation **as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.**
- d. **Associate** members are persons holding membership in other Lutheran 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~~ **These individuals** have all the privileges and duties of membership except voting rights **or other rights** and ~~eligibility for elected offices or membership on the Congregation Council of this congregation~~ **privileges ascribed to voting members by provisions of this constitution and its bylaws.**
- e. **Seasonal** members are voting members of other ELCA congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
 - 1) they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;

- 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
- 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with the ELCA;
- 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
- 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
- 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.

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

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

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

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action in accordance with ELCA constitutional provision ~~20.41.~~ 20.40. and the accompanying bylaws; or
- e. removal from the roll due to inactivity as defined in accordance with the provisions of ~~this constitution and its~~ bylaws.

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

B8.05.01 When a member of the congregation moves from the community served, the congregation shall encourage the member to request a transfer to a Lutheran congregation that can serve the person effectively. As normal procedures, a Lutheran congregation in the community to where a member is moving shall be notified. Upon written request, a non-resident member may continue to hold membership in the congregation for a limited duration. A non-resident member in that case should

provide financial support to the total ministry of the church through this congregation and shall make every effort to regularly receive a ministry of word and sacrament from a Lutheran congregation in the new community. If there is no written request to retain membership and no transfer is requested, the non-resident member may, after two years, be removed from this congregation's member roster.

B8.05.02 A confirmed member in good standing desiring to change membership to another Lutheran congregation shall, upon request, receive a Letter of Transfer.

B8.05.03 A confirmed member residing in the community served, who does not, for one year, partake of Holy Communion, support the church through this congregation with offering, and does not appear to desire to participate in the life and worship of the congregation should be visited and encouraged to active membership. If, during the second year, this member does not actively participate, this individual's name may be removed from the membership roster of the congregation, but should be kept on a responsibility list as one who is in special need of the congregation's prayer and concern. A majority vote of the Congregation Council voting members present shall be required to remove persons from the church membership roster.

B8.05.04 A child, neither of whose parents nor guardians are members of the congregation, may be removed from the roster of baptized members if this child fails to participate in the life and worship of the congregation. A majority vote of the Congregation Council voting members present shall be required to remove persons from the church membership roster.

CHAPTER Chapter 9 **THE PASTOR-ROSTERED MINISTER**

*C9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds majority ballot vote of the voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.

*C9.02. Only a member of the clergy roster of **Ministers of Word and Sacrament** of the Evangelical Lutheran Church in America or a candidate for the roster of ~~ordained ministers~~ **Ministers of Word and Sacrament** who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.

B9.02.01 When the congregation has voted to call a pastor, it shall issue an appropriate letter in a form approved by the Evangelical Lutheran Church in America. It shall be signed by the officers presiding at the meeting at which the Call was voted. A call to a member of the clergy to be a pastor shall be issued or made only after receiving the views of the current program staff and receiving the recommendation of the directing pastor.

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

a. Every ~~ordained~~ minister of Word and Sacrament shall:

- 1) preach the Word;
- 2) administer the sacraments;
- 3) conduct public worship;
- 4) provide pastoral care; ~~and~~
- 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
- 6) impart knowledge of this church and its wider ministry through distribution of its communications and publications;
- 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
- 58) 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~~ pastor with a congregational call shall, within the congregation:

- 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
- 2) relate to ~~supervise~~ all schools and organizations of this congregation;
- 3) install regularly elected members of the Congregation Council; ~~and~~
- 4) with the council, administer discipline; and

~~e. 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~~
- 45) endeavor to increase the support given by the congregation to the work of the ELCA churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the Southeastern Minnesota Synod of the ELCA.

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

*C9.05. The provisions for termination of the mutual relationship between a minister of Word and

Sacrament and this congregation shall be as follows:

- a. The call of a **this** congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by death or, following consultation with the synodical bishop, for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of ~~ordained ministers~~ **Ministers of Word and Sacrament** of this church;
 - 7) termination of the relationship between this church and the congregation;
 - 8) dissolution of the congregation or the termination of a parish arrangement; or
 - 9) suspension of the congregation through discipline for more than six months.
- b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two ~~ordained~~ **rostered** ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two ~~ordained~~ **rostered** ministers and one layperson.
- c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. **When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament as disabled.** ~~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~~ **discipline**, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- *C9.06.** At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.
- *C9.07.** During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ~~ordained pastor~~ **rostered minister** providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.
- *C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.
- *C9.09.** When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the

bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

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

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

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

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

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

~~C9.20. Ecumenical pastoral ministry~~

~~C9.21.~~ **C9.15.** Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, a minister of Word and Sacrament ~~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 ~~pastor~~ ~~ordained minister~~ in a form proposed by the synodical bishop and approved by the congregation.

***C9.21.** Authority to call a minister of Word and Service shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.

***C9.22.** Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has

been recommended for this congregation by the synodical bishop may be called as a deacon of this congregation.

***C9.23.** Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:

- a. Be rooted in the Word of God, for proclamation and service;
- b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
- c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
- d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
- e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
- f. Practice stewardship that respects God's gift of time, talents, and resources;
- g. Be grounded in a gathered community for ongoing diaconal formation;
- h. Share knowledge of the ELCA and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
- i. Identify and encourage qualified persons to prepare for ministry of the gospel.

***C9.24.** The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.

***C9.25.** The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:

- a. The call of a congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by death or, following consultation with the synodical bishop, for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the deacon;
 - 5) suspension of the deacon through discipline for more than three months;
 - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
- b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or

- 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service as disabled. Upon removal of the disability and the restoration of the deacon to health, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.
 - d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.
 - e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- *C9.26.** The deacon shall make satisfactory settlement of all financial obligations to a former congregation before:
- a. installation in another field of labor, or
 - b. the issuance of a certificate of dismissal or transfer.
- *C9.27.** When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- *C9.28.** With the approval of the bishop of the synod, this congregation may depart from *C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a

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

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

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

CHAPTER Chapter 10

CONGREGATION MEETING

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

B10.01.01 An annual meeting of the congregation shall be held each year during the month of January or February.

C10.02. A special Congregation Meeting may be called by the Congregation Council, the president of this congregation, or the directing pastor, and shall be called by the president at the written request of 50 voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.

B10.02.01 The pastors must be notified of the time and date of a special meeting not less than 5 days in advance of the meeting.

C10.03. Oral and written notices of the time and place of the annual meeting or special meeting of the congregation are required. The meeting shall be announced orally at all public services on two Sundays immediately preceding the meeting. The meeting shall also be announced in writing, in such publications as the congregation or pastors periodically issue, or by separate notice to the voting members. Such publication or written notice shall be mailed or sent electronically not less than seven days in advance of the meeting.

B10.03.01 The order of business at the annual congregation meeting shall be:

1. Opening devotions
2. Approval of the minutes of the previous meeting
3. Reports of the program staff, Congregation Council, treasurer, core teams, and others
4. Elections
5. Approval of budgets
6. Unfinished business
7. New business
8. Closing prayer

- B10.03.02 All committees and organizations handling funds within the congregation shall submit accounts to the church office at least twenty days before the annual congregation meeting.
- B10.03.03 In addition to the candidates submitted by the Nominating Committee, additional nominations may be made from the floor.
- C10.04. Fifty (50) voting members shall constitute a quorum.
- C10.05. Voting by proxy or by absentee ballot shall not be permitted.
- B10.05.01 Voting at the annual meeting and other congregation meetings shall be by voice vote or show of hands unless a request is made for a secret ballot. (See exception in Chapter *C9.01).
- C10.06. All actions approved by the congregation shall be by majority vote of those members present and voting except as otherwise provided in this constitution or by Minnesota state law.
- C10.07. Robert's Rules of Order, latest edition, shall govern parliamentary procedures of all meetings of this congregation.

~~CHAPTER~~ Chapter 11 OFFICERS

- C11.01. The officers of this congregation shall be the President, Vice President, Secretary, and Treasurer. Duties of each office other than those listed below shall be specified in the bylaws.
- a. The President shall preside over all meetings of the congregation and the Congregation Council. No member shall be elected President without having at least one year of service on the Congregation Council.
 - b. The Vice President shall preside over all meetings of the congregation and the Congregation Council in the absence or disability of the President
 - c. The Secretary, or if unavailable, another person appointed by the Congregation Council, shall keep the minutes of all meetings of the congregation and the Congregation Council.
 - d. The Treasurer shall have custody of all funds of the congregation and disburse funds in accordance with the decisions of the congregation or Congregation Council.
- C11.02. The congregation shall elect the President and Vice President. The Congregation Council shall determine its Secretary and Treasurer from its at-large members. The Secretary and

Treasurer shall be elected by a majority of the Congregation Council voting at a meeting. The term for all officers shall be one year

- C11.03. No officer shall hold more than one office at a time. The President and Vice President are eligible to serve up to two consecutive or nonconsecutive terms. The Secretary and Treasurer shall be eligible to serve six one-year terms. Eligible officers can remain on the council after their term in office expires, provided they are elected to an at-large position.

CHAPTER ~~Chapter~~ 12 CONGREGATION COUNCIL

C12.01. The Congregation Council shall consist of the President, Vice-President, and seven at-large members. A council member must be elected by a majority of the congregation at an Annual Meeting. Terms of service are two years with a maximum six years consecutive service. The council members each year select the Secretary and Treasurer from the at-large members. 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. The Directing Pastor, or designee, shall attend the meeting with voice, but no vote. Other staff members, including the Associate Pastor(s) and the Business Administer may attend Council meetings, also with voice but no vote. Decisions of the Congregation Council shall be made by a majority vote of those present for either a regular meeting or for special meetings that have been announced to all Congregation Council members at least one day prior to their occurrence. (See Chapter C12.12)

B12.01.01 Only a voting member of the congregation shall be eligible for membership on the Congregation Council.

C12.03. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor to fill the unexpired term. (See Bylaws B12.03.01.)

B12.03.01 The Congregation Council, by a majority vote of those present, may fill the unexpired term in the event a vacancy occurs on the Congregation Council including the office of President, Vice President, Secretary, or Treasurer.

C12.04. The Congregation Council shall have general oversight of the life and activities of this congregation 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, support, and reconciling ministry.

- 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 program and support staff.
 - 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 pastor.
 - h. To emphasize partnership with the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
 - i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- B12.04.01 By virtue of their office, the pastors of the congregation shall be members, without vote, of the Congregation Council and all other organizations of the congregation. (See Chapter C12.01)
- C12.05. The Congregation Council shall be responsible for the financial and property matters of this congregation.
- a. The Congregation Council 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 Minnesota, except as otherwise provided herein.
 - b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.
 - c. The Congregation Council may enter into contracts up to the total voted budget. Any expenditures in excess of the total voted budget must be approved by the congregation.
 - d. The Congregation Council shall ensure that an annual budget is prepared for adoption by this congregation, and shall supervise the expenditure of funds in accordance therewith following its adoption. The budget shall include this congregation's share in support of the wider ministry being carried on in partnership with the synod and churchwide organization.

- e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted effectively, giving particular attention to prompt payment of all obligations and to the regular forwarding of benevolence monies to the synod treasurer.
 - f. The Congregation Council shall be responsible for this congregation's investments and its total insurance programs
- B12.05.01 The Congregation Council shall receive reports regularly from the Treasurer to ascertain that the total expenditures are within the budget approved by the congregation.
- B12.05.02 The Congregation Council shall ensure that the Treasurer and others who have access to the funds of the congregation are adequately bonded.
- C12.06. The Congregation Council shall see that the provisions of this constitution, its bylaws and continuing resolutions are carried out.
- C12.07. The Congregation Council shall provide for a review of this constitution, bylaws, continuing resolutions and mission at least every 5 years. (See Chapter *C4.02g, *C4.05)
- C12.08. The Congregation Council shall provide for a periodic review of the membership roster. (See Chapter *C8.05)
- C12.09. The Congregation Council shall be responsible for authorizing all paid staff positions. (See Chapter *C5.03)
- B12.09.01 The Congregation Council shall establish or approve procedures to secure necessary staff, except staff called directly by the congregation.
- a. The Directing Pastor shall be responsible for employing and dismissing staff members who are not called directly by this congregation. The Directing Pastor may delegate these responsibilities to another staff member who directly or indirectly supervises the staff member being employed or dismissed. When hiring, the Directing Pastor or delegate should seek input from staff and congregation members who will work with the prospective employee.

Planned employment or dismissal of people who are not called must first be approved by the Personnel Team. It is expected that the Personnel Team will approve planned employment actions unless there is a clear reason not to approve them. (Examples of clear reasons for denying approval include failure to follow Personnel Manual processes, insufficient qualifications for hiring, or lack of sound reason for dismissal.) If the Personnel Team and the Directing Pastor

disagree on an employment or dismissal issue, the Congregation Council shall decide the matter.

- C12.10. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.
- C12.11. The Congregation Council shall normally meet once a month. Special meetings may be called by the president or the directing pastor, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present. (See Chapter C12.01)
- C12.12. A quorum for the transaction of business shall consist of a majority of the voting members of the Congregation Council.
- C12.13. Subject to Minnesota State Law, members of the Congregation Council shall not be personally liable for claims against the Congregation or for claims against actions of the Congregation Council.

CHAPTER ~~Chapter~~ 13 CONGREGATIONAL COMMITTEES

- C13.01. The officers of this congregation shall constitute the Executive Committee. The Directing Pastor shall be an adviser to the Executive Committee. The Executive Committee of the Council will meet to act on matters for the Council between Council meetings and perform such duties as may be delegated to it by the Council.
- C13.02. The Nominating Committee shall consist of the current council President, Vice-president, one council member, and three members-at-large from the congregation elected at its annual meeting. The President shall act as chair. The pastors may participate as advisory members. At a reasonable time prior to the annual meeting, the nominating committee shall prepare a list of names of members to be considered for nominations to the council for President, Vice-President, and other positions that will be open at the start of the coming council term. Members of the congregation shall have an opportunity to suggest names for the committee to consider.
- C13.03. An Audit Committee of three voting members shall be elected by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. Terms of office will be three years with one member elected each year. Members are not eligible for consecutive reelection.
- C13.04. When a pastoral vacancy occurs, a Call Committee of seven voting members shall be appointed by the Congregation Council. This committee will report its recommendations to the congregation for approval. The committee will dissolve upon the installation of the newly called pastor. (See Chapter *C9.01.)

CHAPTER ~~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. They shall operate within the vision and mission of this congregation. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction.

C 14.02 Core teams are essential for carrying out Zumbro's mission. They manage areas such as personnel, stewardship, the church building, and properties on behalf of the Congregation Council. The Congregation Council has the responsibility of establishing core teams, and they report to the Congregation Council. Core teams are ongoing, co-led by staff and a lay member, and made up of lay members. Core teams support Zumbro's core values.

Servant teams are member led and supported by staff. Servant teams are driven by members' passion, serve as needed or until their job is done, and have a narrower scope than core teams. Each servant team's work is important for carrying out Zumbro's mission. Servant teams support Zumbro's core values and can be formed by the Congregation Council, staff, or any interested party in the congregation.

More about core teams and servant teams shall be specified in Continuing Resolutions. (See Appendix.)

C14.03. Special interest groups that are going to operate as part of Zumbro Lutheran congregation, 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. If they will be active more than one congregation council term, then they shall be acknowledged as approved in the continuing resolutions.

CHAPTER ~~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 laypersons and two **clergy ministers of Word and Sacrament**). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- *C15.03.** If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case, and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members plus the nonvoting chair comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- *C15.04.** The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- *C15.05.** By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
- a. suspension from the privileges of congregation membership for a designated period of time;
 - b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
 - c. termination of membership in the congregation; or
 - d. termination of membership in the congregation and exclusion from the church property and from all congregation activities.
- *C15.06.** The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the

Congregation Council and recorded in the minutes of the next council meeting.

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

***C15.10.** 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 ~~Chapter~~ 17-16 AMENDMENTS

***C1716.01.** Unless provision *C1716.04. 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 50 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.

***C1716.02.** An amendment to this constitution, proposed under *C1716.01., shall:

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

***C1716.03.** Any amendments to this constitution that result from the processes provided in *C1716.01. and *C1716.02. 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.

***C1716.04.** 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 ~~50~~ **two (2)** voting members of the congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

CHAPTER ~~Chapter 16-17~~ **BYLAWS**

- ***C1617.01.** This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- ***C1617.02.** Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a ~~majority~~ **two-thirds** vote of those voting members present and voting.
- ***C1617.03.** 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.
- ***C1617.04.** Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

CHAPTER ~~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. (See Appendix for continuing resolutions.)

**CHAPTER ~~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. (See Chapter C12.14)

**CHAPTER ~~Chapter~~ 20
PARISH AUTHORIZATION**

[* Required provisions when congregation is part of a parish]

**CHAPTER ~~Chapter~~ 21
ENDOWMENT FUND OF ZUMBRO LUTHERAN CHURCH/PLAN OF OPERATION**

B21.01.01. THE MANAGEMENT COMMITTEE

1. MEMBERSHIP – The Endowment Fund of Zumbro Lutheran Church (hereinafter called the "Fund") shall be managed by the Gifts and Memorials Team of Zumbro Lutheran Church. In addition, thereto, the directing pastor or if the directing pastor shall so designate, another pastor of the congregation and the president of the Church Council shall be advisory members of the Management Committee.
2. QUORUM – For purposes of conducting the business of the FUND, a quorum of the Gifts and Memorials Team shall consist of one more than 50 percent of the members of the GIFTS AND MEMORIALS TEAM and a quorum shall be required for conducting the Fund's official business. A vote of at least two-thirds of the members present shall be required to carry any motion or resolution.
3. OFFICERS
 - a. Chairperson – The chairperson of the Gifts and Memorials Team shall act as the chairperson of the Management Committee of the Fund. A financial secretary and recording secretary shall also be elected from the membership of the Management Committee. The chairperson shall preside over all meetings of the Fund Management Committee and in the absence of the chairperson a member designated by the chairperson shall preside.

- b. Recording Secretary – The recording secretary shall maintain complete and accurate minutes of all meetings of the Management Committee and supply a copy thereof to each member of the Management Committee. The recording secretary shall keep a complete copy of minutes to be delivered to his or her successor. The recording secretary shall also supply a copy of the minutes to the Church Council.
 - c. Financial Secretary – The assets of the Fund shall be kept in a separate account from the general assets of the church. The financial secretary shall assist the congregation's treasurer in maintaining complete and accurate separate books of accounts for the Fund and shall sign checks and all necessary documents on behalf of the Fund in furtherance of the purposes of the Fund. The books shall be audited annually by a certified public accountant or other appropriate person who may also be the auditor for the congregational funds and is not a member of the Management Committee.
4. REPORTING – The Management Committee shall report on a quarterly basis to the Church Council and, at each annual meeting of the congregation, shall render a full and complete audited account of the administration of the Fund during the preceding year. The Management Committee may request other members of the congregation to serve as advisory members and, at the expense of the Fund income, may provide for such professional counseling on investments or legal matters as it deems to be in the best interests of the Fund.
5. LIABILITY – Members of the Management Committee shall not be liable for any losses which may be incurred upon the investments of the assets of the Fund except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the Fund in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the Fund.
6. POWERS – Undesignated bequests may be included in the Endowment at the discretion of the Management Committee.

The Management Committee shall have the authority to hold, sell, exchange, rent, lease, transfer, convert, invest, and reinvest, and in all other aspects manage and control all of the assets, whether real or personal, of the Fund, as it in its judgment and discretion deems wise and prudent.

7. PROMOTION – The Management Committee may spend up to, but not exceed, 10% of the distribution proceeds to develop awareness of the Zumbro Endowment.

B21.02.01. DISTRIBUTION OF INCOME

The Management Committee shall determine what is principal and income according to generally accepted accounting procedures.

Income from the Fund shall be distributed annually and at such other times as deemed necessary and/or feasible. As a general rule, the Management Committee shall recommend to the Church Council distribution of income in four categories. However, as ministry needs arise the Management Committee reserves the right to change the percent allocations among the four categories to meet those ministry needs.

1. One-fourth for capital improvements, which may include repairs and up-grading, debt reduction or building program, of Zumbro Lutheran Church.
2. One-fourth for funding education. This may be for grants to ELCA colleges and seminaries, for supporting the ministries of the ELCA on college campuses, to provide scholarships or grants to members of Zumbro Lutheran Church who are attending ELCA related colleges or seminaries; church-related camping or leadership conferences; or such other educational or training programs which enable members of Zumbro Lutheran Church to grow in Christian faith and service to God's people.
3. One-fourth for outreach into the local community including, but not limited to, social service agencies, institutions and agencies to which this congregation relates and to special programs designed for those persons in our parish area who are in spiritual and/or economic need.
4. One-fourth for missions of the Evangelical Lutheran Church in America at home or overseas, including, but not limited to, grants to the Evangelical Lutheran Church in America for new mission development in North America, professional leadership, educational ministries, global missions and evangelism, radio and TV evangelism and capital financing.

Programs within these categories for support may be recommended by the Fund Management Committee, but the final determination of which programs will be supported by the income from this fund shall be determined by the Church Council.

Disbursements from the Fund may be made for programs or projects which have been approved by the Church Council, but have not yet been implemented (i.e., a capital improvement approved by the Church Council but construction has not begun). The Church Council may apply a disbursement to an existing fund within the designated category.

B21.03.01. AMENDING THE PLAN OF OPERATION

Any amendment to this plan must be done at the annual meeting of the congregation or at a special meeting called for the purpose of amending this plan. Notice shall be given in the same form as that required to amend the bylaws of Zumbro Lutheran Church

Any resolution proposed to amend the purposes for which this Fund is established shall require a two-thirds vote of the members present and voting.

B21.03.01. DISPOSITION OR TRANSFER OF FUND

In the event Zumbro Lutheran Church ceases to exist either through merger or dissolution, disposition or transfer of the Fund shall be at the discretion of the Church Council in conformity with the approved congregational constitution and in consultation with the bishop of the synod to which this congregation belongs at such time. Consultation with the Evangelical Lutheran Church in America may be desirable for continuation of the Fund's obligations.

Appendix

to

Constitution and Bylaws

for

**Zumbro Evangelical
Lutheran Church**

of

Rochester, Minnesota

CONTINUING RESOLUTIONS

The Congregation Council may adopt “continuing resolutions” which may provide descriptions of the ongoing responsibilities of committees or other units within the organizational structure of the congregation. See Chapter 13, C13.06 and Chapter 18. Continuing resolutions may be added, changed, or deleted by Congregation Council action at any time without referral to the congregation. The numbering sequence is as follows: CR for continuing resolution; the related constitution chapter number; the related provision of that chapter; the sequential number of the continuing resolution related to that provision; the year of adoption.

Continuing resolutions shall be published as an appendix to the Constitution and Bylaws.

Following are continuing resolutions adopted by the Congregation Council.

CR 1 Core Teams

Core teams are essential for carrying out Zumbro's mission. They manage areas such as personnel, stewardship, the church building, and properties on behalf of the Congregation Council. The Congregation Council has the responsibility of establishing core teams, and they report to the Congregation Council. Core teams are ongoing, co-led by staff and a lay member, and made up of lay members. Core teams support Zumbro's core values. With the exception of the Personnel and Gifts & Memorials Core Teams, core team leaders and members are selected by staff and approved by majority vote of the council. The leaders and members of the Personnel Core Team and the Gifts & Memorials Core Team are selected by Council.

Core Team leaders and members serve one year terms with no limits on the number of terms served. Core teams support Zumbro's mission and core values.

The core teams and their requirements are as follows:

The Church-at-Large Team is responsible for matters pertaining to the Council of Churches, ecumenical activities within the community, world mission, and national-synod-conference liaison.

The Continuing Education Team is responsible for all adult education opportunities such as Sunday forum, workshops, seminars, Bible studies, and supervising the congregation's library and archives.

The Finance Team is responsible for budget planning, disbursement of funds, record keeping and retention, and office procedures. It is also responsible for making recommendations to the Congregation Council on matters pertaining to investment and insurance.

The Facilities Team is responsible for the congregation's property. It is charged with the task of maintaining and preserving the integrity and continuity of the architectural design, furnishings, and visual arts of this congregation's church building.

The Gifts & Memorials Team is responsible for supervising the Memorial Account, acknowledging gifts and memorials received, approving expenditures as designated either by specified memorials or purchases recommended. The Gifts and Memorials Team shall manage the Endowment Fund of Zumbro Evangelical Lutheran Church as hereinafter set forth in these bylaws.

The Life and Growth Team is responsible for enriching the spiritual life and growth of all members of the congregation with special attention given to all new members. The team shall engage in a ministry of outreach to new residents of Rochester and to any other prospective members. It is our intention to welcome all visitors to our Christian fellowship. The team shall provide leadership and support to members of the congregation who are actively engaged in the ministry of visiting the homebound.

The Personnel Team is responsible for establishing the personnel policies for the staff and documenting them in a personnel manual, subject to approval by the Congregation Council. The Personnel Team is also responsible for preparing the personnel budget and submitting a categorical budget summary to the Budget Committee. Its other duties include approving the Directing Pastor's planned employment actions (hiring and dismissal), recommending new staff positions, approving job descriptions, and providing assistance to the directing pastor in the management of the staff.

The Social Ministry Team promotes the application of the Gospel to social needs and concerns of the community. The team facilitates the ministry of service by providing opportunities for education, support and outreach.

The Stewardship Team is responsible for the coordination of appeals for members' gifts of time and talent and financial pledges.

The Worship Team is responsible for matters pertaining to congregational worship at all services, including communion and music, and for the following: acolytes, altar guild, lectors, radio broadcasters, ushers and other persons who assist the congregation during worship.

The Youth Education Team is responsible for implementing and supervising programs and opportunities for Christian nurture especially for those from birth through high school ages. This includes Nursery, Sunday School, Vacation Bible School, Confirmation, and Teacher Training.

CR 2 Servant Teams

Servant teams are member led and supported by staff. Servant teams are driven by members' passion, serve as needed or until their job is done, and have a narrower scope than core teams. Each servant team's work is important for carrying out Zumbro's mission. Servant teams support Zumbro's core values and can be formed by the Congregation Council, staff, or any interested party in the congregation. There are no limits on years of member service.

History of changes to the Constitution and Bylaws and Continuing Resolutions

Per Chapter *C17.02.c., the effective date of all changes to the constitution shall be noted in the constitution. Similar notation should be made for bylaw and continuing resolution changes. Listed below is a record of changes that have been approved, and subsequently ratified if necessary, at an annual meeting and the effective date of the change. The most recent review date should also be shown on the cover page of the constitution and bylaws.