

CONSTITUTION and BYLAWS  
SAINT LUKE EVANGELICAL LUTHERAN CHURCH  
SILVER SPRING, MARYLAND

ADOPTED	November 12, 2000
AMENDED	November 9, 2003
AMENDED	January 25, 2004
AMENDED	January 22, 2006
AMENDED	January 27, 2008
AMENDED	December 14, 2008
AMENDED	January 25, 2009
AMENDED	January 23, 2011
AMENDED	January 22, 2012

INTRODUCTION

An excerpt from the introduction written by the Rev. Lowell G. Almen, Secretary of the ELCA, describes some of the constitution's format:

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

marked by an asterisk are those that are indicated as required in ELCA constitutional provision 9.25.b.

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

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

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

c. Bylaw provisions are codified with three sets of numbers: the chapter number, the related constitutional provision number, and a two-digit number. Thus, one bylaw provision related to "Membership" would be codified C8.02.01. Because bylaws and continuing resolutions normally are so specifically related to details of each congregation's organization, operation, and life, no model set of bylaws or continuing resolutions is provided. Each congregation may develop its own bylaws and continuing resolutions, but no such bylaws or continuing resolutions may conflict with this constitution, the constitution and bylaws of the Evangelical Lutheran Church in America, and the constitution of the synod, as indicated in \*C6.03.e.

d. The Congregation Council may adopt "continuing resolutions," which may provide descriptions of operational patterns or of the ongoing responsibilities of committees or other units within the organizational structure of the congregation. Within the governing documents of a congregation, continuing resolutions are the provisions most easily amended. Unlike constitutional provisions and bylaws, continuing resolutions may be

updated regularly by the Congregation Council without the necessity of calling a regular or special Congregation Meeting.

#### \*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 St. Luke Evangelical Lutheran Church of Silver Spring, Maryland.

C1.02. For the purpose of this constitution and the accompanying bylaws, the congregation of St. Luke Evangelical Lutheran Church is hereinafter designated as "this congregation."

C1.11. This congregation shall be incorporated under the laws of the State of Maryland.

C1.21. The seal of this congregation shall present within its center the words, "Organized, January 14, 1940," and surrounding the center shall be the words, "St. Luke Evangelical Lutheran Church, Silver Spring, Maryland."

## Chapter 2.

### CONFESSION OF FAITH

\*C2.01. This congregation confesses the Triune God, Father, Son, and Holy Spirit.

\*C2.02. This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.

a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.

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

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

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

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

\*C2.05. This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.

\*C2.06. This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.

\*C2.07. This congregation confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

### Chapter 3

#### NATURE OF THE CHURCH

\*C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.

\*C3.02. 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. [Such descriptions shall be contained in continuing resolutions in the section on the Congregation Council.]

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

\*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 Congregation Council, and require the members of the council 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 Metropolitan Washington D.C. Synod of the Evangelical Lutheran Church in America.

C5.04.01. The expenses incurred by this congregation's voting members of the Synod Assembly in connection with their attendance, except for travel to and from the Synod Assembly, shall be paid by this congregation.

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 Metropolitan Washington D.C. 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 program 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 program 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 Metropolitan Washington D.C. 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 Metropolitan Washington D.C. 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.

C8.04.01. All baptized, confirmed, and voting members of this congregation shall be entitled to use the church building in case of marriage, funeral, or baptism in the family. Others may use the building on such occasions at the discretion of the Senior Pastor, who may consult the executive committee and/or the Congregation Council on such use.

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action by the Congregation Council; or

- e. removal from the roll due to inactivity as defined in the bylaws.

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

C8.05.01. When members have failed to receive Holy Communion and to make a contribution of record for a period of two consecutive calendar years, they may be removed from the roll of members by the Congregation Council. This procedure will take place only when there is a pastor under call to serve this congregation or with the approval of the bishop of the synod and after such members have been counseled about the matter, if possible.

## 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.

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

- a. Every ordained minister shall:

- 1) preach the Word;
- 2) administer the sacraments;
- 3) conduct public worship;
- 4) provide pastoral care; and
- 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.

b. Each ordained minister with a congregational call shall, within the congregation:

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

c. Every pastor shall:

- 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
- 2) seek out and encourage qualified persons to prepare for the ministry of the

Gospel;

3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and

4) endeavor to increase the support given by the congregation to the work of the churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the Metropolitan Washington D.C. 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, except in the case of the death of the pastor, shall be terminated only following consultation with the synodical bishop and for the following reasons:

1) mutual agreement to terminate the call or the completion of a call for a specific term;

2) resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;

3) inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;

4) the physical or mental incapacity of the pastor;

5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty;

6) the dissolution of the congregation; or

7) suspension of the congregation as a result of discipline proceedings.

b. When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office have come to the attention of the bishop of the synod, the bishop in his or her sole discretion may, or when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop shall, investigate such conditions personally in company with a committee of two ordained ministers and one layperson.

c. In case of alleged physical or mental incapacity, competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod with the advice of the committee shall declare the pastorate vacant. Upon the restoration of a disabled pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.

d. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the bishop of the synod together with the committee described in \*C9.05.b. shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting

members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.

e. If, in the course of proceedings described in \*C9.05.d., the committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action to the synodical bishop who may bring charges, in accordance with the provisions of the constitution and bylaws of the Evangelical Lutheran Church in America and the constitution of this synod.

f. If, following the appointment of the committee described in \*C9.05.b. or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation being served by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service in the congregation without prejudice and with pay provided through a joint synodical and churchwide fund and with housing provided by the congregation.

\*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.

\*C9.11. 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.

C9.15. Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, a minister of Word and Sacrament of a church body with which the Evangelical Lutheran church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between the congregation and the pastor in a form proposed by the synodical bishop and approved by the congregation.

## Chapter 10.

### CONGREGATION MEETING

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

C10.01.01. ~~(Beginning in 2013)~~ The annual meeting shall be held on the first Sunday after Memorial Day; except should this be Pentecost, the meeting shall be held on the following Sunday; or as otherwise called by the Congregation Council.

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 eighty (80) 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.

~~C10.02.01. A special Congregation Meeting to consider the budget for the August to July fiscal year shall be held on the first Sunday after Memorial Day; except should this be Pentecost, the meeting shall be held on the following Sunday; or as otherwise called by the Congregation Council. (This bylaw is rescinded at the end of this meeting in 2012.)~~

C10.03. Except as provided in \*C16.03 and \*C17.01:

a. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail, electronic mail (email), or other means reasonably designed to provide notice, to all voting members at least 10 days in advance of the date of the meeting. The posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members, or the transmission of an email to the last known email address of such members shall be sufficient.

b. It shall be the responsibility of the voting members to provide current contact information to the administrative office of this congregation.

c. Objection to notice of a meeting of this congregation must be made by a voting member either in writing to the secretary of this congregation, or raised in writing or orally at the meeting. Failure to raise such objection in the manner and time described shall waive any such objection.

C10.04. Eighty (80) 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.

C10.07. ~~Except as otherwise provided in this constitution,~~ Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

## Chapter 11.

### OFFICERS

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

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.

de. The Congregation Council shall elect the officers, and the president and vice president shall be selected from the elected membership of the eCongregation Council.

C11.01.01. The president shall preside at meetings of this congregation and the Congregation Council. In the event of the president's inability to serve, the vice president shall preside.

The president shall provide this congregation with a quarterly summary of the actions of the Congregation Council.

C11.01.02. The secretary shall keep accurate minutes of all meetings of this congregation and of the Congregation Council in a volume provided by this congregation, which shall be preserved permanently in its archives. The secretary shall maintain this constitution, its bylaws and continuing resolutions, and an appendix of perennial resolutions adopted by this congregation.

C11.01.03. The treasurer shall keep the books of account of this congregation and shall disburse funds on proper orders, making monthly remittance of benevolence to the treasurer of the synod. The treasurer shall be responsible to make monthly written reports, as determined by the Congregation Council, of receipts and disbursements, and to make annual written reports to this congregation.

C11.01.04. The financial secretary shall receive and keep record of all income from contributing members and other sources.

C11.01.05. The conservator shall administer, document, and promote the Special Gifts and Memorials Program; assure that contributions to the program are acknowledged; and generate requests for disbursements with the advice and consent of the Congregation Council and appropriate committees and boards.

C11.01.06. The Congregation Council annually may elect, or reelect, assistant treasurers, assistant financial secretaries, and assistant conservators. Duties of these assistants shall be specified in the continuing resolutions. These assistants shall be voting members of this congregation.

C11.02. The Congregation Council shall elect its officers and they shall be the officers of the congregation. The officers shall be elected by written ballot except in the case of only one nominee per position, a voice vote of acclamation shall be sufficient.~~except when there is only one candidate for a position, in which case the person may be elected by acclamation. and~~

They shall serve for one year or until their successors are elected. Their terms shall begin at the close of the ~~annual~~ meeting at which they are elected.

C11.03. No officer shall hold more than one office at a time.

## Chapter 12.

### CONGREGATION COUNCIL

C12.01. The voting membership of the Congregation Council shall consist of the called pastor(s); twelve (12) members of the congregation, at least one of whom shall be a young adult under the age of thirty (30) years at the time of election; and one (1) youth member of the congregation under the age of eighteen (18) years at the time of election. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council without cause. Consistent with the laws of the state in which this congregation is incorporated, the congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

C12.02. The members of the Congregation Council except the called pastor(s) and the youth member shall be elected at the annual meeting to serve for terms of three (3) years or until their successors are elected. Their tenure shall be so arranged that one-third of the terms expire annually. The youth member shall be elected at the annual meeting to serve for a term of one (1) year or until his or her successor is elected. Their terms shall begin at the close of the annual meeting at which they are elected. Nominations shall be made by the Nominating Committee. Additional nominations may be made from the floor of the annual meeting to the number of vacancies to be filled. Nominees must be voting members of this congregation, must be of legal age (18) except for the nominee for youth member, and must not have served as a member of the Congregation Council continuously for the immediate past three years.

Newly elected Congregation Council members shall be installed by the [senior](#) pastor according to the prescribed order of the church at the next worship service following their election or as soon thereafter as convenient.

C12.02.01. All elections of members of the Congregation Council shall be by written ballot and the result duly recorded by the secretary; except in the case of only one nominee per position, a voice vote of acclamation shall be sufficient.

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

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

- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
- b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
- c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
- d. To maintain supportive relationships with the pastor(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.
- e. To be examples individually and corporately of the style of life and ministry expected

of all baptized persons.

f. To promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.

g. To arrange for pastoral service during the sickness or absence of the pastor.

h. To emphasize partnership with the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.

i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.

j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

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

a. The Congregation Council shall be the board of trustees 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 Maryland, 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.

d. The Congregation Council shall prepare an annual budget for adoption by this

congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than 10% of budget in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the synod and churchwide organization.

e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.

f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.

C12.05.01. Investment of this congregation's financial assets shall be consistent with the Constitution, Bylaws, and continuing resolutions of this congregation, and with church teachings.

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

C12.07. The Congregation Council shall provide for an annual review of the membership roster.

C12.08. The Congregation Council shall be responsible for the employment and supervision of the staff of this congregation. Nothing in this provision shall be deemed to affect the congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of this church.

C12.09. The Congregation Council shall submit a comprehensive report to this congregation ~~on or before the first Sunday in February at the annual meeting. The Audit Committee shall~~

~~report its findings to the Council shall be made available on or before the first Sunday Council meeting in December. The Audit Committee shall present a summary of its findings to the Congregation Meeting.~~

C12.11. The Congregation Council shall normally meet once a month. Special meetings may be called by the [senior](#) pastor or the president, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.

~~C12.11.01. The Congregation Council shall normally meet on the first Tuesday of each month.~~

C12.12. A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the [senior](#) pastor or interim pastor, except when the [senior](#) pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the [senior](#) pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synodical bishop.

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. The president, vice president, secretary, treasurer, and the called pastor(s) shall constitute the Executive Committee.

C13.01.01. The Executive Committee shall meet at the call of the president ~~to formulate a proposed agenda for each Congregation Council meeting and~~ to perform specific tasks ~~directed referred to it~~ by the Congregation Council.

C13.02. A Nominating Committee shall be appointed by the Congregation Council for a term of one year.

C13.03. An Audit Committee of six voting members shall be elected by the congregation. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with two members elected each year. Members shall be eligible for reelection.

C13.04. A Mutual Ministry Committee (in the absence of a mutual ministry committee, the duties shall be fulfilled by the executive committee) shall be appointed jointly by the president and the ~~senior p~~pastor. Term of office shall be two years, with three members to be appointed each successive year.

C13.05. When a pastoral vacancy occurs, a Call Committee of six voting members shall be elected by the Congregation Council. Term of office will terminate upon installation of the newly called pastor.

C13.05.01. ~~Written n~~Notice shall be sent to all voting members of this congregation at least 30 days before the Council meeting at which the Call Committee is to be elected. Any voting member may self nominate or nominate another member or members by following the instructions in the notice. The Nominating Committee may nominate members. The Congregation Council shall elect members of the Call Committee from among the voting members nominated.

C13.06. Other committees of this congregation may be formed, as the need arises, by decision

of the Congregation Council.

~~C13.06.01. At its first meeting following the annual meeting, the Congregation Council shall appoint as many standing committees as the local and wider concerns of this congregation shall require. Each such committee shall be composed of one or more members of the Congregation Council and, in addition, other confirmed members of this congregation in good standing. Although appointed by and responsible to the Congregation Council, these committees shall be recognized as representative of the interests of, and performing essential services for, this congregation as a whole. The Senior Pastor and the president shall be members ex officio and have voice and vote in all committees.~~

C13.07. ~~The formation and dD~~Duties of committees of this congregation shall be specified in the bylaws and/or continuing resolutions.

C13.07.01. ~~Except as stipulated in the following bylaws in this chapter, t~~The duties of all committees shall be assigned by the Congregation Council, along with such instructions as in its judgment are in the best interests of this congregation. In discharging its responsibilities, each committee Continu shall collaborate with the ~~sS~~senior ~~pP~~pastor or the staff member serving in that respective ministry. All actions of committees shall be subject to review by the Congregation Council.

C13.07.02A18. There shall be a Committee on Worship and Music. This committee shall assist the Congregation Council in seeing that the services of God's house are conducted regularly and in accordance with the liturgy of the Evangelical Lutheran Church in America, that competent ushers are recruited and trained, and that hymnals and other devotional materials are provided and properly cared for. This committee shall supervise and strive to advance the welfare and effective service of the choirs of this congregation. It shall arrange for the care of paraments, vestments and musical instruments, and it shall furnish music supplies appropriate for use in the worship of a congregation of the Evangelical Lutheran Church in

America.

C13.07.03B18. There shall be a Committee on Christian Education. This committee shall oversee the conduct and promotion of the schools and the educational activities of all organizations within this congregation. It shall encourage the use of teaching and worship materials published or approved by the Evangelical Lutheran Church in America, and seek to introduce the church's periodicals and books of family devotion into the homes of this congregation. One of the primary aims of the Committee on Christian Education shall be to bring the call to the ministry of the Gospel and to other full-time church vocations to the attention of qualified youth of this congregation.

C13.07.04C18. There shall be a Committee on Church Property. This committee shall see to the proper maintenance and protection of all land, buildings, equipment, furnishings, vehicles, and other property of this congregation and shall see that all property is adequately insured. In addition to budgeting for routine annual maintenance, this committee shall prepare and maintain a plan for the long-term repair and replacement of property susceptible to wear or catastrophic failure. While this committee has the overall responsibility for all property of this congregation, the care of property specifically associated with the Organizations Within This Congregation is delegated to their respective boards.

C13.07.05D18. There shall be a Committee on Discipleship. This committee shall stimulate and lead all members of this congregation in endeavors to reawaken the spiritually indifferent and to reach others who are as yet unwon with the Gospel and attach them to Christ's Church. To this end, the committee shall devote itself to deepening the spiritual life of this congregation and shall periodically study this congregation in the context of its surrounding community.

C13.07.06E18. There shall be a Committee on Finance, of which the treasurer and the financial secretary shall be members ex officio with voice and vote. This committee shall prepare a draft budget for the succeeding year, including this congregation's share in support of the wider

ministry being carried on its behalf by the Evangelical Lutheran Church in America and the synod, and shall submit such draft budget to the Congregation Council for its action and later presentation to a congregational meeting. The committee shall exercise oversight of all the financial affairs of this congregation to make sure they are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer. It shall, subject to the approval of the Congregation Council, be responsible for this congregation's investments.

C13.07.07F18. There shall be a Committee on Social Ministry. This committee shall lead the members of this congregation in extending Christian compassion and helpfulness to the ill, the aged, the orphaned, the underprivileged, the imprisoned, and to all persons in need of aid in body or soul. This committee shall study social conditions, primarily in the local community, to advocate bringing the cleansing and healing light of Christian truth to bear upon critical problems through thoughtful Christian discussion of facts and issues.

C13.07.08G18. There shall be a Committee on Stewardship, of which the treasurer and the financial secretary and the conservator shall be members ex officio with voice and vote. This committee shall evoke and promote the expression of Christian faith in daily living; teach the application of Christian principles in the use of money; diffuse knowledge of this congregation's local, national, and world-wide ministries; and lead all members to higher levels of proportionate giving for the Lord's work. This committee shall be responsible for the Every Member Visits or other congregational efforts which lead to informed and grateful giving.

C13.07.09H18. There shall be a Committee on Staff. This committee shall study and make recommendations concerning policies and procedures regarding the administration of congregation personnel, including position management, selection and hiring, compensation and benefits, performance evaluations, corrective action for unsatisfactory performance, and termination of employment. This committee shall oversee the administration of congregation personnel to assure that personnel actions are in the best interests of this congregation and

comply with applicable policies and procedures.

C13.08. The senior pastor of this congregation shall be *ex officio* (that is, having voice and vote) a member of all committees and boards of the congregation, ~~except the Nominating Committee.~~ The president of this congregation shall be *ex officio* (that is, having voice and vote), a member of all committees and boards of the congregation, except the Nominating Committee.

Chapter 14.

#### ORGANIZATIONS WITHIN THE CONGREGATION

C14.01. All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ.

As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

C14.01.01. The Christian Day School, established in 1957, provides preschool children with Christian education and training commensurate with their individual capacities for growth. It is governed by an eleven member board of directors. The Christian Day School is further described in its charter.

C14.01.02. The Senior Pastor, President, and Director of the Christian Day School shall be *ex officio* members of its board.

~~C14.01.02~~C13.07.I18. The Tent Troupe ministry, established in 1970, is a traveling summer tent theatre, providing a ministry of "loving, caring, sharing, and giving" expressions of faith in Jesus Christ for both the senior high youth and all with whom they come in contact. During

the summers it goes on tour, the Troupe lives in community, experiencing life as a family.

The tour lasts approximately three to four weeks. Tent Troupe is governed by a ~~ten to fifteen member board~~ committee of governors.

~~C14.01.03~~C13.07.J18. The Hallowood ministry, established in 1979, is this congregation's retreat ministry in a rural setting, located near Comus, Maryland. Retreat facilities and programs are provided to this congregation, other Christian congregations and organizations, and other groups and corporations. Hallowood provides a restful, quiet, scenic location where people can ponder, study, and worship God. Hallowood is governed by a ~~board~~ committee of managers ~~consisting of at least seven (7) people~~.

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~~C14.01.04. The Senior Pastor and President shall be ex-officio members of all boards. The Director of the Christian Day School shall be an ex-officio member of its board. The Executive Director of Hallowood shall be an ex-officio member of its board. The Director of Drama Ministry shall be an ex-officio member of the Tent Troupe board.~~

C14.01.035. The other members of the Chrisitan Day School ~~each~~ board shall be appointed by the Congregation Council to serve for terms of three (3) years or until their successors are appointed. A majority of the appointed members of each board shall be baptized, confirmed, or voting members of this congregation. Their tenure shall be so arranged that one-third of the terms of each board shall expire annually. Terms ~~on the Christian Day School board~~ shall begin on July 1. ~~Terms on the Tent Troupe board shall begin on September 1. Terms on the Hallowood board shall begin on August 1.~~ Names of prospective board members shall be submitted to the Nominating Committee, which shall nominate all those meeting the qualifications in this bylaw. ~~After January 23, 2020, a nominee must not have served as a member of the board continuously for the immediate past nine (9) years.~~ A vacancy shall be filled by using this same procedure.

C14.02. Special interest groups, other than those of the official organizations of the Evangelical

Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council and specified in a continuing resolution.

## Chapter 15.

### DISCIPLINE OF MEMBERS AND ADJUDICATION

\*C15.01. Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the Congregation Council. If for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, the president or vice president shall administer such admonitions.

\*C15.02. The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be prepared by member(s) of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Congregation Council of the need to issue a written citation to the accused and the accusers that specifies the time and place of the hearing before the Congregation Council. The written charges shall accompany the written citation to the accused. The written citation that specifies the time and place of the hearing before the Congregation Council and requests the presence of a member charged with the offense shall be sent at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the

Congregation Council may proceed with the hearing and may pass judgment in the member's absence.

\*C15.03. Members of the Congregation Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Congregation Council are disqualified from voting upon the question of the guilt of the accused member. Should the allegations be sustained by a two-thirds majority vote of the members of the Congregation Council who are not disqualified but who are present and voting, and renewed admonition prove ineffectual, the council shall impose one of the following disciplinary actions:

- a. censure before the council or congregation;
- b. suspension from membership for a definite period of time; or
- c. exclusion from membership in this congregation.

Disciplinary actions b. and c. shall be delivered to the member in writing.

\*C15.04. The member against whom disciplinary action has been taken by the Congregation Council shall have the right to appeal the decision to the Synod Council. Such right may not be abridged and the decision of the Synod Council shall be final.

\*C15.05. Disciplinary actions may be reconsidered and revoked by the Congregation Council upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.

\*C15.06. For disciplinary actions in this congregation, "due process" shall be observed as specified in 20.41.04 in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

\*C15.07. No member of a congregation shall be subject to discipline for offences that the Congregation Council has previously heard and decided, unless so ordered by the Synod Council after an appeal.

\*C15.10. Adjudication

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

Chapter 16.

## BYLAWS

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

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

\*C16.03. Changes to the bylaws may be proposed by any voting member, provided 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 by mail of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting.

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

Chapter 17.

## AMENDMENTS

\*C17.01. Unless provision \*C17.04 is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least twenty-five (25) voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members by mail of the proposal together with the council's recommendations at least 30 days in advance of the meeting.

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

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

\*C17.03. Any amendments to this constitution that result from the processes provided in \*C17.01. And \*C17.02. shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution and bylaws of the Evangelical Lutheran Church in America or the constitution of the Metropolitan Washington D.C. Synod of the ELCA.

\*C17.04. This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. 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 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 25 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 and 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. Each person who, by reason of the fact that such person is or was a financial officer or assistant financial officer of this congregation, its Congregation Council, or its boards shall be covered by the fidelity bond maintained by this congregation on all persons elected or appointed to handle money in this congregation or its auxiliaries. The premium for this coverage shall be paid by this congregation.

C19.01.02. No 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, board, or task force of this congregation, shall be liable for any losses to the assets of this congregation except to the extent such losses shall have been caused by bad faith, willful misconduct, or fraud by such person. No such person shall be personally liable as long as he/she acts in good faith.

Each such person shall be liable only for his/her own bad faith, willful misconduct or fraud, and shall not be liable for the acts or omissions of any other person. No such person shall engage in any self-dealing or transactions in which that person has a direct or indirect financial

interest. Such persons at all times shall refrain from any conduct in which his/her personal interests would be, or would appear to be, in conflict with any interest of this congregation.

## Chapter 21.

### SAINT LUKE MISSION ENDOWMENT FUND

C21.01. The purpose of the Saint Luke Mission Endowment Fund, hereinafter in this chapter designated as "this fund," is to enhance the mission outreach of this congregation strictly apart from the general operations and general budget of this congregation. In accordance with the principles of Christian Stewardship, this fund shall receive contributions designated to this fund by the donor. This fund also shall receive all special gifts and memorials not eligible by Congregation Council action to become separate endowments, and other unrestricted contributions to this congregation; subject, however, to any contrary action of the Congregation Council as to all or a portion of the funds so contributed if taken within ninety (90) days after receipt by the congregation. An unrestricted contribution to this congregation is one that is not part of a worship service offering or is not specifically designated by the donor for the General Fund, the operating budget of this congregation, or any other designated fund or purpose. Contributions may include, but are not limited to: bequests, gifts and other transfers through wills, assignments of life insurance, charitable gift annuities, charitable remainder and other trusts, assignments of certificates of deposit, and transfers of real or personal property of any nature.

C21.02. The mission of this fund is to provide a permanent financial base for the future of this congregation. To accomplish this mission, this fund is committed to enhancing the outreach of this congregation, and to providing for worthy additions or improvements to this congregation's grounds and facilities, including debt reduction. Outreach is defined as supporting needs in the community, the synod, and the Evangelical Lutheran Church in

America's national and worldwide programs, including but not limited to seminaries, colleges, social service agencies, special programs, persons in need, new congregational developments, evangelical ministries, and ecumenism.

C21.03. This fund is the successor to the Saint Luke Foundation. The Saint Luke Foundation was created in December 1982, and included the balance in the Memorial Fund at the time the Foundation was created. This fund is an unincorporated entity of this congregation, and includes the balance in the Saint Luke Foundation as of the effective date of establishment of this fund, November 14, 1999.

#### C21.10. Board of Managers

C21.11. The Board of Managers of this fund, hereinafter in this chapter designated as "the board," shall consist of nine (9) voting members. This congregation's Senior Pastor, President, and Conservator, shall be ex officio members of the board, and shall be accorded the privilege of voice and vote at all board meetings. Six (6) members of the board shall be elected by ballot for terms of three years by a majority vote at the annual Congregation Meeting.

Their tenure shall be so arranged that one-third of the terms expire annually. Nominations for board membership shall be made by the Nominating Committee. Additional nominations may be made from the floor of the annual Congregation Meeting to the number of vacancies to be filled. Nominees must be voting members of this congregation, must be of legal age (18), and must not have served as a member of the board continuously for the immediate past six years, in any combination of elected or ex officio positions. After a lapse of one (1) year, former board members may be reelected. Vacancies occurring ad interim shall be filled by the Congregation Council, the appointees to serve until the next annual Congregation Meeting, at which time this congregation shall elect members to fill any unexpired terms.

C21.11.01. The conservator shall be responsible for assuring that all contributions to this fund are properly acknowledged on behalf of this congregation.

C21.11.02. The board may request other members of this congregation to serve as advisory members. At the expense of fund earnings, the board may provide for such professional counseling on investments, legal, or other matters as it deems to be in the best interest of this fund.

C21.12. At the first meeting of the board following election or reelection of members, the board shall elect from its congregationally elected members, its officers: a chairperson, a recording secretary, a financial secretary of the board (who shall thereby become an assistant financial secretary of this congregation), and a treasurer of the board (who shall thereby become an assistant treasurer of this congregation). Should a board office become vacant, the board shall elect a successor at its next meeting. No person shall hold more than one of the offices of conservator, financial secretary of the board, or treasurer of the board.

C21.12.01. The chairperson, or member designated by the chairperson, shall preside at all board meetings. The chairperson shall be the member of the board with primary responsibility for obtaining recommendations for distribution of fund earnings from the stewardship committee, social ministry committee, discipleship committee, and other interested committees of this congregation. If the office of chairperson is vacant, the Senior Pastor, or member designated by the Senior Pastor, shall assume these duties until a chairperson is elected.

C21.12.02. The recording secretary of the board shall maintain complete and accurate minutes of all meetings and supply a copy thereof to each member of the board and to the secretary of the Congregation Council. Each member shall keep a complete copy of minutes to be delivered to his or her successor.

C21.12.03. The financial secretary of the board shall work with this congregation's financial secretary in recording and depositing all gifts, bequests, and contributions to this fund.

C21.12.04. The treasurer of the board shall work with this congregation's treasurer in maintaining and coordinating complete and accurate accounting for this fund and shall sign checks and sign all other necessary documents on behalf of this congregation upon direction by the board.

C21.13. The board shall have the necessary powers and authority to carry out the mission of this fund. The board shall be responsible for:

- a. Publicizing and promoting this fund to this congregation and the church community;
- b. Soliciting gifts, bequests, and other financial or property donations to this fund;
- c. Educating this congregation and community regarding the work of this fund;

All members of the board shall maintain a high degree of communication with the Congregation Council, other organizations and boards within this congregation, and members of this congregation to nurture the total life and mission of this congregation and of this fund.

C21.14. The Board of Managers shall be responsible for financial and property matters of this fund:

- a. Managing investments for this fund in coordination with the finance committee and in accordance with the investment policies set forth herein;
- b. Establishing and maintaining the policy for distribution of earnings from this fund to achieve the mission of this fund; and
- c. Recommending to the Congregation Council distributions of earnings from this fund in order to achieve the mission of this fund.

C21.14.01. The primary investment objective of this fund is to maximize current and total return while safeguarding principal and maintaining appropriate levels of liquidity. The board shall provide an annual plan regarding the investment strategy for fund assets to the Congregation Council for approval.

C21.14.02. This fund's assets shall be invested in a variety of investments to maximize the return from each investment, while at the same time attaining a balance among factors of safety, liquidity, and yield. In the case of long-term investments, the objective shall be appreciation of market assets and consistency of total portfolio returns so that the investments meet or exceed market indices most closely matching the components of the investment portfolio during the same period.

C21.14.03. The board shall make recommendations for approval by the Congregation Council to hold, sell, exchange, rent, lease, convert, invest, reinvest, and in all other respects to manage and control the assets of this fund, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, with subsequent execution to be made by the treasurer of the board.

C21.14.04. In order to assure proper coordination between fund investments and the general investments of this congregation, one board member, recommended by the board and subject to the approval by the Congregation Council, shall be a member of the finance committee, and shall regularly attend its meetings.

C21.15. The board shall report on a quarterly basis to the Congregation Council on the board responsibilities. The board shall render a full and complete account of the administration of this fund during the preceding year to be included in the annual comprehensive report to this congregation.

C21.15.01. Principal shall be all amounts contributed to this fund valued as of the date of receipt; except that, if there shall have been action by the Congregation Council as to any portion of any contribution not specifically designated for the fund, and such action shall have taken place after receipt of the contribution by the fund and within the time limit provided in paragraph C21.01, then the portion of the contribution received by the fund that is subject to the Congregation Council action shall not be considered a part of fund principal and shall be distributed from the fund in accordance with the Congregation Council action. Property contributed to this fund shall not be considered principal, until sold, at which time the proceeds from the sale shall become principal. Earnings shall be all increases in fund assets above principal including earned and unearned capital gains and earned and unearned interest and dividends.

C21.15.02. It is intended that, under ordinary circumstances, neither the principal nor the earnings from this fund shall ever be used for what are commonly known as "current expenses" or "operating expenses" of this congregation. Distributions from this fund are intended for projects or undertakings consistent with the mission and purposes of this fund.

C21.15.03. The board shall seek the advice and counsel of the Congregation Council and its committees and boards as appropriate prior to determining programs for support to be included in the board's annual plan of recommendations to the Congregation Council and this congregation. The board shall seek the advice and counsel of the Property Committee regarding any proposed or planned funding related to additions or improvements to the church's grounds or facilities.

C21.15.04. The board shall provide its annual plan of recommendations to the Congregation Council regarding programs for support and planned distribution, if any, of this fund's earnings. The plan shall be prepared by the board during the budget season and approved by the Congregation Council and this congregation during the annual budget review process. Programs for support and distribution of earnings, whether included in the plan or of an

emergency nature, may be approved only by one of two methods:

- a: Upon recommendation by the board and approval by the Congregation Council; or
- b: By majority vote of a legally called Congregation Meeting.

Should a board recommendation not be approved by the Congregation Council, the board and the Congregation Council shall attempt to resolve their differences. Failing such resolution, the board, by a two-thirds majority vote of the entire board, may appeal the matter to this congregation. The Senior Pastor shall call a special Congregation Meeting to consider the matter, unless a Congregation Meeting, at which the matter properly may be considered, already has been scheduled or called.

C21.15.05. Once included in an approved plan, earnings from this fund may be distributed by the board at such times as deemed necessary to accomplish the mission of this fund. Disbursement of fund earnings need not occur annually in the event causes and programs have not been approved by the board sufficient to utilize total available earnings or, if in the judgment of the board, total annual disbursements of earnings is not recommended.

C21.16. In the unforeseen event this congregation should reach the point where it finds itself in such dire circumstances that the future of this congregation is at stake, and when the only recourse appears to be that the use of fund principal is necessary to save this congregation, the board may, upon a two-thirds majority vote, recommend borrowing against or distribution of fund principal. Only a two-thirds majority at a legally called and constituted Congregation Meeting may approve borrowing against or distribution of fund principal.

C21.17. The board shall meet quarterly, or more frequently as deemed in the best interest of this fund. Special meetings of the board may be called by the Senior Pastor or Chairman, and shall be called upon the request of at least five (5) members of the board. Notice of each

meeting of the board shall be given to all who are entitled to be present.

C21.18. A quorum of the board shall consist of five (5) members. The board shall act by majority vote of the voting members of the entire board, regardless of the number in attendance at a board meeting. No votes shall be taken at any meeting where all members of the board have not been previously notified of the meeting.

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