

CONSTITUTION AND BY-LAWS FIRST LUTHERAN CHURCH DETROIT LAKES, MINNESOTA

December 1998 (ratified 1/23/2000, revised May 2010)

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 the Son, and the Holy Spirit.

CHAPTER 1.

NAME AND INCORPORATION

C1.01. The name of this congregation shall be First Lutheran Church of Detroit Lakes.

C1.02. For the purpose of this constitution and the accompanying by laws, First Lutheran Church **Error! Bookmark not defined.** Congregation is hereinafter designated as "this congregation." The Congregation Council of the First Lutheran Church is hereinafter designated as "the Vision Council."

C1.03. This congregation shall be incorporated under the laws of the State of Minnesota.

CHAPTER 2.

CONFESSION OF FAITH

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

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

b. 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.

c. 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.

d. 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.

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 of the sick and the suffering, and participate responsibly in society.
- g. Motivate its members to provide financial support of the congregations' 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 church wide organization of the Evangelical Lutheran Church in America.
- i. Foster and participate in ecumenical relationships consistent with church wide policy.

C4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Vision 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 Vision Council.)

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

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 Vision Council or other organizational units in the 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;
- c. appoint or terminate the appointment of associates in ministry in conformity with the applicable policy of the Evangelical Lutheran Church in America;
- d. approve the annual budget;
- e. acquire real and personal property by gift, devise, purchase, or other lawful means;
- f. hold title to and use its property for any and all activities consistent with its purpose;
- g. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- h. elect its Vision Council, and require it to carry out its duties in accordance with the constitution and bylaws, and continuing resolutions: and
- i. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.

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 Northwest Minnesota Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of Evangelical Lutheran Church in America.

C6.02. 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.
- 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 cease 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 the Evangelical Lutheran in America according to the procedures for discipline of the Evangelical Lutheran Church in America.

- a. A resolution indicating the desire of this congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of this congregation by a two-thirds majority of the voting members present.
- b. The secretary of this congregation shall submit a copy of the resolution to the synodical bishop and shall mail a copy of the resolution to voting members of this congregation. This notice shall be submitted within 10 days after the resolution has been adopted.

- c. The bishop of the synod shall consult with this congregation during a period of at least 90 days.
- d. If this congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds majority of the voting members present, at which meeting the bishop of the synod or an authorized representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.
- e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between this congregation and the Evangelical Lutheran Church in America shall be terminated.
- f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and published in the periodical of this church.

C6.06. If this congregation is considering relocation, it shall confer with the bishop of the synod in which it is territorial located before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected.

CHAPTER 7.

PROPERTY OWNERSHIP

- C7.01. Title to all real or personal property acquired by the Congregation, its organizations, or individuals for use by the congregation and its organizations, shall be held by the congregation as a corporation.
- C7.02. Real property shall not be purchased, disposed of, or encumbered in any manner except by resolution adopted by not less than a two-thirds majority vote of the members present and voting at a legally called meeting of the congregation. Notice of the time, place and object of such meeting shall be given for at least four (4) successive Sabbaths on which the congregation meets for public worship, immediately preceding the time for such meeting. Should the congregation cease to have stated meetings for public worship or for any cause is unable to give such notice of the time and place of the meeting of such congregation, the congregation may make such sale conveyance, or encumbrance by its council, upon being authorized by resolution, as herein before specified, adopted at a meeting which at least twenty (20) days posted notice has been give. If such congregation has, for any reason ceased to exist, for a period of one year, by its council upon giving at least twenty (20) days posted notice upon the premises of its intention so to do.
- C7.03. If this congregation ceases to exist, title to its undisposed property shall pass to the Northwestern Minnesota Synod of the Evangelical Lutheran Church in America.
- C7.05. If a two-thirds majority of the voting members of this congregation present at a regularly called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body, 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.

d. Associate members are persons holding membership in other Lutheran Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. 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 require approval of the Vision Council or its designee.

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 teachings of the Lutheran church;
and

c. Support the work of this congregation, the synod, and the church wide 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 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.

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 regularly called for that purpose. Before a call is issued, the officers, or a committee elected by the Vision 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, every ordained minister shall preach the Word, administer the sacraments, conduct public worship, provide pastoral care, and shall speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world. Each ordained minister with a congregational call shall, within the congregation, offer instruction, confirm, marry, visit the sick and distressed, and bury the dead; supervise all schools and organizations of the congregation, shall install regularly elected members of the Vision Council, and with the Vision council administer discipline. Every pastor shall seek out and encourage qualified persons to prepare for the ministry of the Gospel and strive to extend the Kingdom of God in the community, in the nation, and abroad; shall impart knowledge of this church and its wider ministry through the distribution of its periodicals and other publications, and shall endeavor to increase the support given by the congregation to the work of the Evangelical Lutheran Church in America and the 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;

- 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.

b. In the case of alleged physical or mental incapacity of the pastor or ineffective conduct of the pastoral office, it shall be the responsibility of the bishop of the synod, when such difficulties are personally known or have been brought to the synod's attention by an official recital of allegations by the council, or by a petition signed by at least one-third of the voting members of the congregation, to 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 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 recommend 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 by a two-thirds majority vote of the voting members present at a regularly called meeting after consultation with the bishop.

e. The foregoing procedure shall never be invoked when questions of doctrine, morality, or continued neglect of duty are involved, all such cases being treated as disciplinary matters.

f. If in the course of the proceedings, 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 church wide/synod fund and with housing provided by the congregation.

C9.06. At a time of pastoral vacancy, an interim pastor may be appointed by the bishop of the synod with the consent of this congregation or the Vision 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 Vision Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.

- 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.
- 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.
- C9.10. 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
- C9.11. The pastors shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation, and shall submit a summary of such statistics annually to the synod. The Executive committee from the Vision Council shall inspect the records annually and report to the congregation.
- C9.12. 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.
- C9.13. Qualified Clergypersons may occasionally perform pastoral functions in this Congregation with the approval of the Vision Council and its pastors, or in case of a vacancy in the pastorate, with the approval of the Vision Council and the Synod Bishop.

CHAPTER 10.

CONGREGATION MEETING

- C10.01. The annual meeting of this congregation shall be held at a time specified in the bylaws.
- C10.02. A special Congregation Meeting may be called by the pastor, the Vision Council, or the president of this Congregation, or shall be called at the written request of 10% of the 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.
- C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail 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 shall be sufficient.
- C10.04. Fifty (50) voting members shall constitute a quorum.

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

C10.06. All actions by the congregation shall be by majority vote except as otherwise provided in this constitution.

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

C10.08. When necessary to complete the business of the meeting, a Congregational meeting may by majority vote, recess to reconvene at a specified time and place. A Congregational meeting may also decide to recess to reconvene upon call, but the time and place of such reconvened meeting must then be announced at no less than one public service in advance or written notice to the voting members mailed not less than three (3) days in advance.

CHAPTER 11.

OFFICERS

C11.01 The Officers of this Congregation shall be a President, President-Elect, Secretary, and Treasurer.
a. Duties of the officers shall be specified in the bylaws.

b. The officers shall be voting members of the congregation.

c. Officers of this congregation shall serve similar offices of the Vision Council and shall be voting members of the Vision Council.

d. The President and President-Elect shall serve one year terms. The Treasurer and Secretary shall serve two year terms. No officer shall serve in the same office more than two consecutive terms.

CHAPTER 12.

VISION COUNCIL

Provides visionary and strategic leadership for the Congregation. Together with the entire Congregation the Vision Council discerns God's vision, monitors the budget and interprets the results, and oversees the Senior Pastor (or Co-Pastors) administration of the vision.

C12.01. The Vision Council has only such authority as may be delegated to it by the Congregation and exercise such authority in accordance with the Constitution, By-laws and resolutions of the congregation.

C12:02 The Vision Council shall consist of the pastor(s) or interim pastor and ten (10) lay members: four (4) officers and six (6) at-large members. The six at-large members shall serve three year terms. A member's place on the Vision Council shall be declared vacant if the member
(a) ceases to be a voting member of this congregation or
(b) is absent from three consecutive meetings of the Vision Council without cause.

C12:03 The members of the Vision Council shall be elected at a legally called meeting of the

congregation in April or May. The terms shall begin on June 1 and end on May 31. Newly elected members should be installed at a regularly scheduled worship service. Such members shall be eligible to serve no more than six (6) years consecutively.

C12:04 Should a member's place on the Vision Council be declared vacant, the Vision Council shall elect, by majority vote, a successor to fill the unexpired term.

C12:05 The Vision 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 Vision 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, appointment, 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 the church wide units 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.

C12:06 The Vision Council shall be responsible for the financial and property matters of this congregation.

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

- b. The Vision Council shall not have the authority to buy, sell, or encumber property unless specifically authorized to do so by a meeting of the congregation.
- c. The Vision Council shall prepare an annual budget 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 full indicated share in support of the wider ministry being carried on in partnership with the synod and church wide organization.
- d. The Vision 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.
- e. The Vision Council shall be responsible for this congregation's investments and its total insurance program which includes necessary bonding.
- f. The Vision Council shall authorize an annual audit.
- g. The Vision Council shall call or hire staff as is needed to carry on the mission/vision of the Congregation. Upon recommendation of the Personnel Committee, the Vision Council shall determine compensation.

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

C12.08. The Vision Council shall be responsible for the employment of the salaried lay workers of this congregation.

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

C12.10. The Vision Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called at the request of at least three of its members. A written notice of each meeting shall be given to all who are entitled to be present at least three days in advance.

C12.11. A quorum for the transaction of business shall consist of a majority of the members of the Vision Council, including the pastor(s) or interim pastor.

CHAPTER 13.

CONGREGATION COMMITTEES

C13.01 The officers of this congregation shall be the President, President-Elect, Secretary, Treasurer. These comprise the Executive Committee along with the Senior Pastor (or Co-Pastors).

C13.02 A Nominating Committee of five voting members shall be appointed by the Vision Council, upon recommendation of the Executive Committee. They shall serve one year terms. The senior pastor (or Co-Pastors) are also a part of this committee.

C13.03 A Personnel Committee of six members, five of which are appointed by the Vision Council Upon recommendation of the Executive Committee shall serve three year, staggered terms. The Personnel Committee is chaired by the Past-President of the Vision Council who serves a one year term. The senior pastor (or Co-Pastors) are non-voting members of this committee.

C13.04 When a pastoral vacancy occurs a Call Committee of six to twelve voting members shall be appointed by the Vision Council. Term of office will terminate at installation of the newly-called pastor(s). A minimum of one member shall serve from the Vision Council.

C13.05. Other congregational committees will be formed as the need arises, by decision of the Vision Council.

C13.06. Duties of congregational committees shall be specified in the bylaws and the continuing resolutions.

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 of the Vision Council. This congregation at its meetings shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

C.14.02. 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 Vision Council (and specified in a continuing resolution).

CHAPTER 15.

DISCIPLINE OF MEMBERS AND ADJUDICATION

C15.01. The Vision Council shall act upon such disciplinary matters as may be referred to it, provided however that no member shall be excommunicated without action of the congregation.

C15.02. The intent of any disciplinary action is to reconcile and restore any members under discipline of full communion within the congregation's fellowship. Any process of disciplinary action is to be conducted as a positive action of the congregation's ministry of pastoral care.

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, however, that such additions or amendments be submitted in writing to the Vision Council at least 60 days before a regular or special Congregation Meeting called for that purpose and that the Vision Council notify the members of the proposal with its recommendations at least 30 days in advance of the Congregational 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. Amendments to this constitution may be proposed by at least 10% voting members or by the Vision Council. Proposals must be filed in writing with the Vision Council 60 days before formal consideration by this congregation at its regular or special meeting called for that purpose. The Vision Council shall notify the members of the proposal with the councils recommendations at least 30 days in advance of the meeting.

C17.02. A proposed amendment to this constitution shall:

- a. Be approved at a properly called 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 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 Northwest Minnesota Synod of the ELCA.

C17.04. If a proposed amendment fails adoption, it may be amended by a majority vote of those present and voting; and adopted without change by a two-thirds majority of those present and voting at the next following annual meeting.

CHAPTER 18.

CONTINUING RESOLUTIONS

C18.01. The Vision Council may enact continuing resolutions which describe the function of the various committees or organizations of this congregation.

C18.02. Continuing resolutions shall be enacted or amended by a two-thirds vote of all voting members of the Vision Council.

BY-LAWS

B.L.1.01 COMMUNION PARTICIPATION

a. This congregation invites all of its members who have been prepared to receive the Sacrament, to participate regularly in Holy Communion.

b. Participation in Holy Communion shall be open to members of other congregations who accept the Lutheran teachings in regard to this Sacrament.

c. It shall be made known to prospective participants that the belief of the Congregation is: Participation in the Lord's Supper is the reception of "The body and blood of our Lord Jesus Christ given with bread and wine, instituted by CHRIST himself for us to eat and drink."

d. We hold that a "person is well prepared and worthy who believes these words, 'given and shed for you for the remission of sins', but anyone who does not believe these words, or doubts them is neither prepared nor worthy, for the words, 'for you' require simply a believing heart."

B.L.2.01 BAPTIZED MEMBERSHIP:

a. Children, one or both of whose parents or guardians are members of the Congregation, shall upon receiving Christian baptism, be thereby received as baptized members of this Congregation.

b. Children neither of whose parents or guardians are members of the Congregation, shall upon receiving Christian baptism, be thereby duly recorded as a ministerial act performed under the auspices of the Congregation, be received as baptized members of the Congregation only upon the action of the Vision Council or its designee. If the parents or guardians do not live within the area served by this Congregation, efforts should be made to enroll them in another Congregation where they reside.

c. Children baptized in another Congregation (and adult members incompetent of confirmation) shall be received as baptized members of this Congregation upon admission of one or both parents or guardians to membership, or by consent of one or both parents or guardians, or by action of the Vision Council or its designee.

d. Unbaptized adults who have received instructions and given evidence of having adequate understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church shall, upon confession of faith and Christian baptism duly recorded as a ministerial act performed under the auspices of this Congregation, thereby be received as baptized members of this

Congregation.

B.L.2.02 CONFIRMED MEMBERS

- a. Baptized adults, not previously members of this Congregation, who have received instruction and given evidence of having adequate understanding and acceptance of the Word of God as confessed by the Lutheran Church shall be admitted to the confirmed membership through the rite of confirmation.
- b. However, adults received as baptized members shall be recognized as confirmed members, whether or not, at the discretion of the Pastor, they participate in the rite of confirmation.
- c. Children who are baptized members of the Congregation shall be admitted to confirmation membership through preparation for and participation in the rite of confirmation.
- d. Applicants for membership presenting letters of transfer showing them to be confirmed members in good standing in other Lutheran Churches shall be admitted to confirmed membership upon acceptance of their letters of transfer by the Vision Council or it's designee and the report of their names to the congregation.
- e. Applicants for membership who present evidence of confirmation in a Lutheran Church but do not have letters of transfer shall be admitted to confirmed membership when the Vision Council or it's designee has determined that they meet the standards of Christian faith and life indicated in the Constitution and By-laws.

B.L.2.03 VOTING MEMBERS

- a. The Vision Council shall determine the roster of voting members of the Congregation in accordance with the provisions of the Constitution and By-laws. The roster of voting members shall be available at tall regularly called meetings of the Congregation. The term "in good standing" shall be defined to include those who participate in the life and worship of the Congregation.

B.L.2.04 DISCONTINUANCE OF MEMBERSHIP

- a. Members who move away shall be encouraged to transfer. Any confirmed member in good standing desiring to change their membership to another Lutheran Church (or a non-Lutheran Christian Church), shall upon request, be entitled to a letter of transfer or release issued by the pastor or the Vision Council.
- b. Any confirmed member who, in the judgment of the Vision Council shows no interest in attending Church services, or fails to contribute to the Congregational treasury according to the Congregation's records, for a period of two years, shall be presumed no longer to desire membership, shall lose the right to vote and shall not be counted in the membership statistics of the Congregation, however, their names and records shall be kept in the files for a period of one year thereafter. Such persons shall be encouraged to participate in the Congregational life or to transfer elsewhere, as the situation may indicate to be advisable. If they resume activity within the one year

period, they shall be restored to the active membership list; if no, they shall be dismissed from the Congregation and notified accordingly, where possible.

c. Children, neither of whose parents or guardians are active members of this Congregation shall be dropped from the baptized membership roll if they fail to participate in the Christian education program of the Congregation.

d. Members who have been excommunicated, dismissed, or who have resigned and members who have transferred to other Lutheran Congregation, or who are definitely known to have become members of other Congregations without transfer, shall thereby have lost membership in this Congregation and all rights appertaining thereto.

B.L.3.01 PASTORAL CALL

Since the Pastor ministers to the Congregation primarily in the public preaching of the Word and in the administration of the Sacraments, and since both Pastor and Congregation are parties to the call, no Pastor shall announce his or her decision on any subsequent call without first having consulted with the Vision Council. Should the Pastor thereupon resign to accept another call, his or her resignation shall be presented to the Congregation and mutually satisfactory arrangements sought for terminating his or her services, normally within 30 days.

B.L.3.02

A desire for a change in pastorate, either by Congregation or Pastor, shall be brought to the attention of the Synod Bishop, who shall advise in the matter according to this Constitution and the established procedure of the Church.

B.L.4.01 THE VISION COUNCIL - QUALIFICATIONS

In addition to the requirements of Congregational membership of the Constitution, qualifications for membership on the council include;

- a. Being a disciple of Jesus Christ
- b. Regular Worship attendance and use of means of grace
- d. maintaining a personal prayer and devotional life
- d. Intentionally growing in faith
- e. Investing in the ministry of First Lutheran financially
- f. being Mission Minded for Jesus Christ
- g. being involved in serving others

B.L.4.02 DUTIES OF THE OFFICERS AND COMMITTEES OF THE VISION COUNCIL

- a. The president shall preside at the meetings of the Vision Council and the Congregation.
- b. The President-Elect shall preside at the meetings of the Vision Council and of the Congregation

in the absence of the president.

- c. The secretary shall keep the minutes of the Vision Council and of the Congregation.
- d. The Treasurer shall oversee the receiving, collecting and recording of all gifts, pledges, and contributions. The Treasurer shall oversee all disbursements in accordance with the decisions of the Vision Council.
- e. The Administrative Board shall lead and administrate the ministry of the Congregation, under the direction and vision of the Vision Council. Each area organizes as needed to fulfill the ministry.
- f. The Executive Committee shall set the agenda for all meetings of the Vision Council and the congregation, oversee all Memorial Funds, perform the yearly review of the senior Pastor (co-pastors), and oversee the ministry of the Congregation as directed by the Vision Council.
- g. The Personnel Committee shall recruit and empower the best possible staff for First Lutheran Church. It shall recommend a total staff budget each year to the Vision Council, review/create Job Descriptions for each employee, publish an employee handbook, interpreting all personnel policies, develop a process of evaluation of all staff members and recommend salary adjustments, and authorize new staff positions and compensation packages.
- h. The Nominating Committee shall prepare a slate of candidates for the Vision Council to be presented at the Annual Meeting. Any voting member may submit names to be considered by the Nominating Committee. These names must be submitted at least two weeks before the Annual Meeting, so the committee has time to assure that candidates meet the qualifications listed.
- i. The annual audit required by C12.06F of the constitution shall be according to the terms and conditions established by the Vision Council from year to year.

B.L.4.03 THE TERMS OF THE VISION COUNCIL

- a. The terms of Vision Council members shall be rotated so that new member(s) shall be elected each year pursuant to C12.02 of the constitution.

B.L.5.01 THE ANNUAL MEETING

- a. The Annual Meeting shall be held during the months of April or May.
- b. The order of business at the Annual Meeting shall be:
 - 1) Opening devotions
 - 2) Approval of the minutes
 - 3) Reports of the Pastors, the Council, the Treasurer, and others
 - 4) Elections
 - 5) Approval of budget
 - 6) Unfinished business
 - 7) New business
 - 8) Closing prayer

c. In the following cases voting shall be by secret ballot:

- 1) To elect the Vision Council
- 2) To adopt or amend the Articles of Incorporation, Constitution or By-laws of The Congregation.
- 3) To call a Pastor or to request his or her resignation.
- 4) To suspend or dismiss any other office of the Congregation.
- 5) To sever membership in the Evangelical Lutheran Church of America (or its successor)
- 6) To approve the total Annual Final Budget
- 7) to dispose of, encumber, or purchase real property.

B.L.5.04 REPORTS FROM ORGANIZATIONS

All committees and organizations handling funds within the congregation shall submit accounts to the treasurer and/or financial secretary or the church office at least fourteen (14) days prior to the annual meeting and the treasurer and/or financial secretary shall include accounts in their report to the meeting.