



**Constitution, Bylaws, and Continuing Resolutions
of
Immanuel Evangelical Lutheran Church
of Watertown, Wisconsin**

2022

INTRODUCTION

During a pastoral transition, it has become common practice for congregations of the Evangelical Lutheran Church in America to review all governing documents and to make changes as necessary in preparation for the arrival of the congregation's next pastor. In 2021, the Congregation Council of Immanuel Evangelical Lutheran Church appointed a Transition Task Force to prepare recommendations for this and other tasks related to a recent pastoral vacancy.

While our constitutional amendments had been revised as recently as 2015, two ELCA churchwide assemblies had since passed, and it was past time to implement changes that were made to the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*. Additionally, ongoing conversations regarding the structure of the Congregation Council and the permanent committees of Immanuel needed to be addressed and properly codified.

It had been several decades since any significant review or change to the congregation's bylaws had occurred. As a result, a large portion of the bylaws were found to be redundant (restating matters already addressed in the amendments to this constitution) or contradictory (stating information that was contrary to what was addressed in the amendments to this constitution). Other bylaws went into great detail where it was simply unnecessary to do so, or described practices no longer followed (or in some cases, never followed) by this congregation.

Finally, the document has been reformatted to include bylaws directly underneath their corresponding constitutional amendments, rather than treating them as an addendum or appendix to this congregation's constitution. This is consistent with the format used in the governing documents of the Evangelical Lutheran Church in America and the South-Central Synod of Wisconsin.

What has resulted is a unified document that is clear and concise, while still fully addressing the needs of the congregation.

First Vote: Sunday, December 5, 2021 (*Special Meeting of the Congregation*)

Second Vote: Sunday, January 23, 2022 (*Annual Meeting of the Congregation*)

Constitution, Bylaws, and Continuing Resolutions

of Immanuel Evangelical Lutheran Church of Watertown, Wisconsin

A congregation of the Evangelical Lutheran Church in America

***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 Immanuel Evangelical Lutheran Church of Watertown, Wisconsin.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Immanuel Evangelical Lutheran Church of Watertown, Wisconsin is hereinafter designated as "this congregation."
- C1.11.** This congregation shall be incorporated under the laws of the State of Wisconsin.

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 Scripture and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

¹* Required provision

Chapter 3.

NATURE OF THE CHURCH

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

Chapter 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 this congregation's ministry and the ministry of the other expressions 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 adopt and periodically review 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 this congregation. This congregation is authorized to:
 - a. call a pastor as provided in Chapter 9;
 - b. terminate the call of a pastor as provided in Chapter 9;
 - c. call a minister of Word and Service;
 - d. terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America;
 - e. adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
 - f. approve the annual budget;
 - g. acquire real and personal property by gift, devise, purchase, or other lawful means;
 - h. hold title to and use its property for any and all activities consistent with its purpose;
 - i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
 - j. elect its Congregation Council, officers, boards, and committees, and require them to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions; and
 - k. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- *C5.04. This congregation shall elect from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the South Central Synod of Wisconsin of the Evangelical Lutheran Church in America.
- C5.05. This congregation shall have a mission endowment fund that will operate as specified in this congregation's bylaws. The name of this fund is the Immanuel Evangelical Lutheran Church Endowment Fund. The purpose of the mission endowment fund is to provide for mission work beyond the operational budget of this congregation.
 - C5.05.01. The purpose of this Fund shall be to receive gifts and hold the principal of such gifts in perpetuity and to expend the income therefrom, less proper expenses, for the purpose of sustaining the mission and ministry of this congregation as recommended by the Board members of this Endowment Fund.

- C5.05.02.* The Endowment Fund Board shall consist of eight (8) members, all of whom shall be voting members of this congregation. The term of each member shall be three (3) years, except the pastor and Congregation President who shall be ex officio voting members of the Board.
- C5.05.03.* This congregation shall elect six (6) members to the Endowment Fund Board with one-third of the terms expiring annually. No member shall serve more than two (2) consecutive terms.
- C5.05.04.* In the event of a vacancy of the Endowment Fund Board, the remaining members, by the affirmative vote of a majority, may elect a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fill the vacancy. In the event the vacancy is not filled within thirty (30) days after it occurs, the Congregation Council shall appoint a member to serve until the next annual meeting of this congregation.
- C5.05.05.* The Endowment Fund Board shall elect from its membership a President, a Vice President, and Secretary.
- C5.05.06.* The Endowment Fund Board shall meet quarterly at a time fixed by resolution of the Board or more frequently as it may be deemed by it for the best interests of the Endowment Fund and/or this congregation. Special meetings may be called by the President or any two (2) members of the Board. No notice other than recording of the resolution of the Board fixing a time of the regular meetings need be given to the members.
- C5.05.07.* A record shall be maintained of all who contribute directly to the Endowment Fund, as well as all who are memorialized by contributions in their name.
- C5.05.08.* A quorum shall consist of five (5) voting members. The affirmative vote of the majority present and voting shall carry any motion or resolution.
- C5.05.09.* The Endowment Fund Board shall establish written policies as may be necessary for the conduct of its business relative to income, investment, and expenditure, all within the stated purposes of this Endowment Fund.
- C5.05.10.* The Endowment Fund Board shall maintain accounts with banks and brokerage firms as it may, by resolution, authorize and determine. All checks and other documents transferring or expending any funds or assets in the Endowment Fund shall be executed by two members of the Endowment Fund Board.
- C5.05.11.* At its discretion, the Endowment Fund Board may employ at the expense of the Endowment Fund, such professional counseling on investments and legal matters as it deems to be for the best interests of the Endowment Fund and this congregation. It is also empowered to employ a corporate trustee to invest assets of this Fund, under customary relationships and to delegate to it in the name of this congregation any powers with reference to investment held by the Endowment Fund Board.
- C5.05.12.* The Endowment Fund Board shall report in writing the proceedings including income, expenditures and investment performance of the preceding calendar year, to the annual meeting of this congregation.
- C5.05.13.* The Endowment Fund Board shall maintain a complete and accurate book of accounts in accordance with standard accounting procedures. The board may employ professional accounting assistance as it is deemed necessary. There shall be an annual audit of the Endowment Fund with a written report available to the congregation at its annual meeting. No current member of the Endowment Fund Board shall serve as a member of the audit committee.
- C5.05.14.* The Secretary shall maintain complete and accurate minutes of all the meetings of the Endowment Fund Board and supply a copy to each member.
- C5.05.15.* The President, or in her/his absence, the Vice President, shall preside at all Endowment Fund Board meetings.
- C5.05.16.* No member of the Endowment Fund Board shall engage in any self-dealing or transactions within the Endowment Fund in which the member of the Endowment Fund Board has direct or indirect financial interest, and every member of the Endowment Fund Board shall at all times refrain from any conduct in which his/her personal interest would conflict with the interests of the Endowment Fund.
- C5.05.17.* The Endowment Fund Board, or any successor or successors, is hereby authorized to have and exercise in its absolute discretion with reference to the Endowment Fund for, or on behalf of this congregation the following powers in addition to all other powers held by this congregation with reference to the Endowment Fund:

- a. To receive the income, profits, rents and proceeds of the Endowment Fund and to collect and receive for the same, and pay all administrative and other necessary expenses in connection with it.
 - b. To decline to accept any income that is restricted to a particular use, maintaining the authority to distribute funds within the general purpose of the Endowment Fund.
 - c. To purchase or receive by *inter vivos* (living trust) or testamentary transfer or gift or otherwise acquire and to retain, whether originally a part of the Fund or subsequently acquired, any and all stocks, bonds, notes or other securities, or any variety of real or personal property, including common or preferred stocks or interests in investment trusts, or partnerships, or engage in any capacity or form of business organization of any kind or character, as it may deem advisable and for the best interest of the Fund and the purposes for which it is established. Investments need not be diversified and may be made or retained in non-income producing assets. The Endowment Fund Board may, at any time, render liquid the Endowment Fund in whole or in part, and hold cash or readily marketable securities of little or no yield for any such period as they may deem advisable.
 - d. With the approval of the Congregation Council, to sell, pledge, lease, mortgage, transfer, exchange, convert or otherwise dispose of, or grant any option with respect to any and all property at any time forming a part of the Endowment Fund, in such manner, for such purposes, for such consideration and upon such terms, credit or conditions as it may deem advisable. Any lease made by the Endowment Fund Board may extend beyond the duration of the Endowment Fund.
 - e. To vote in person or by general or limited proxy with respect to any shares of stock or other securities held in the Endowment Fund, to consent, directly or through a committee or other agent to the reorganization, consolidation, merger, dissolution or liquidation of any corporation in which the Endowment Fund may have interests, or to the sale, lease, pledge, or mortgage of any property by or to any such corporation; and to make any payments and to take any steps which it may deem necessary or proper to enable it to obtain the benefits of any such transaction.
 - f. To hold investments in the name of a nominee.
 - g. To pay, compromise, compound, adjust, submit to arbitration, sell or release any claims or demands related to the Endowment Fund as it shall deem advisable, including the acceptance of deeds of real property and satisfactions of bonds and mortgages, and to make any payments in connection therewith which it may deem advisable.
 - h. To determine whether and to what extent to maintain reserves for depreciation, obsolescence and taxes and other liabilities and to make provisions therefore.
 - i. To execute and deliver any and all instruments in writing which it may deem advisable to carry out any of the foregoing powers. All documents relating to the transfer or expenditure of any income or asset in the Fund or encumbrance thereof shall be signed by the President and one other officer of the Endowment Fund Board. No party to any such instrument signed by these persons shall be obliged to inquire as to its validity, or see to the application by the Endowment Fund Board of any money or other property paid or delivered to it pursuant to the terms of any such instrument.
- C5.05.18. For the purpose of determining income and principal, dividends with respect to stock held payable in the stock of any class of the corporation declaring or authorizing the dividend shall be treated as principal, except that any such dividends paid in lieu of periodic cash dividends or in lieu of recoupment of dividends defaulted or accumulated while shares of stock are held in the Endowment Fund shall be income.
- C5.05.19. Rents, royalties and cash dividends received from wasting assets (including without limitations such cash dividends paid by oil, coal, lumber, or mining companies), extraordinary cash dividends other than liquidated dividends and dividends payable in stock or a corporation other than the corporation declaring or authorizing the sale shall be income.
- C5.05.20. The proceeds of the sale of unproductive or underproductive properties, liquidating dividends and right to subscribe to stock shall be principal.
- C5.05.21. The Endowment Fund Board shall not permit income to accumulate unreasonably, but shall use it with all reasonable diligence to accomplish the purpose for which this Endowment Fund was established.
- C5.05.22. In the event it is deemed advisable to dissolve the Endowment Fund, the question shall be referred to this congregation and dealt with in accordance with its constitution.

- C5.05.23. On dissolution or liquidation, the assets and the properties belonging thereto shall be assigned and turned over to the general fund of this congregation or as otherwise designated 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 South Central Synod of Wisconsin 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 roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America in accordance with its 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 Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastoral services with a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
 - d. This congregation agrees to consider ministers of Word and Service for call to other staff positions in this 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 is 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 or in accordance with provision 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America.
 - d. The South Central Synod of Wisconsin takes charge and control of the property of this congregation to hold, manage, and convey the same on behalf of the synod pursuant to †S13.24. of the synod constitution. This congregation shall have the right to appeal the decision to the next Synod Assembly.
 - e. This congregation follows the procedures outlined in *C6.05.
- *C6.05.** This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:
- a. A resolution indicating the intent to terminate its relationship must be adopted at two legally called and conducted special meetings of this congregation by a two-thirds vote of the voting members present at each meeting. The first 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 this 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 this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
 - b. Within 10 days after the resolution has been voted upon at the first meeting, the secretary of this 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 send copies of the resolution and certification to voting members of this congregation.

- c. If the resolution was adopted by a two-thirds vote of the voting members present at the first meeting, the bishop of the synod and this congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the bishop of the attestation and certification as specified in paragraph b. above.
- d. If this congregation, after such consultation, is still considering termination of its relationship with this church, 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 second meeting shall be sent 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 this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the second meeting.
- e. Within 10 days after the resolution has been voted upon, the secretary of this congregation shall submit a copy of the resolution to the bishop, attesting that the second special meeting was legally called and conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to the voting members of the congregation. If the resolution was adopted by a two-thirds vote of the voting members present at the second meeting, the relationship between the congregation and this church shall be terminated subject to Synod Council approval as required by paragraphs f. and g. below.
- f. Unless this notification to the bishop also certifies that this congregation has voted to affiliate with another Lutheran denomination, this congregation shall be deemed an independent or non-Lutheran church, in which case *C7.04. shall apply.
- g. This congregation shall abide by these covenants by and among the three expressions of this church:
 - 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in *C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
 - 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to receive synod approval before terminating their membership in this church.
 - 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.
- h. If this congregation fails to achieve the required two-thirds vote of voting members present at this congregation's first meeting as specified in paragraph a. above or fails to achieve the required two-thirds vote of voting members present at this 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 the meeting at which two-thirds vote was not achieved.

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

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

Chapter 7.

PROPERTY OWNERSHIP

***C7.01.** If this congregation ceases to exist, title to undisposed property shall pass to the South Central Synod of Wisconsin 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 or pursuant to 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America, title to property shall continue to reside in this congregation.
- *C7.03. If the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in *C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the South Central Synod of Wisconsin.
- *C7.04. If 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 process established by the synod, 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. In neither case does title to this congregation's property transfer to the synod.
- *C7.05. Notwithstanding the provisions of *C7.02. and *C.7.03. above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision 9.71.a. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this congregation accepts such restrictions and:
 - a. Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.
 - b. Shall—upon written demand by the Synod Council, pursuant to †S13.23. of the constitution of the South Central Synod of Wisconsin—reconvey and transfer all right, title, and interest in the property to the synod.

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.
- C8.01.01. The Congregation Council shall determine the membership rosters of this congregation in accordance with the provisions of the constitution and bylaws.
- *C8.02. Members shall be classified as follows:
 - a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
 - b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
 - c. **Voting** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws. They shall not have voted as a seasonal member of another congregation of this church in the previous two calendar months.
 - 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. These

individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.

- e. **Seasonal** members are voting members of other congregations of this church who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
- 1) they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;
 - 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
 - 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with the this church;
 - 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
 - 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
 - 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.

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

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

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

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action in accordance with Chapter 20 of the constitution and bylaws of the Evangelical Lutheran Church in America; or
- e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.

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

C8.05.01. When a member has chosen to be inactive in the life of this congregation through the lack of financial support of its ministries, lack of participation in Holy Communion, or lack of participation in other activities of the congregation for a period of one year, the members of this congregation and its pastoral and lay leadership shall make a concerted and rigorous effort to re-engage the individual and re-establish a mutual relationship. If, after a period of two years, it is clear that the individual chooses to have no ongoing relationship with this congregation, they may be released from the membership roster by a vote of this congregation at its next annual meeting.

C8.05.02. Members who face medical, logistical, disability, or other unavoidable reasons that limit their engagement with this congregation shall not be subject to the steps listed in 8.05.01. This congregation shall establish a policy for sustaining a supportive relationship with members facing these circumstances.

Chapter 9.

ROSTERED MINISTER

- *C9.01.** Authority to call a pastor shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by this congregation to recommend the call, shall seek the advice and help of the bishop of the synod.
- *C9.02.** Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for this congregation by the synod 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 minister of Word and Sacrament shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - 6) impart knowledge of this church and its wider ministry through available channels of effective communication;
 - 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
 - 8) 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 pastor with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) relate to all schools and organizations of this congregation;
 - 3) install regularly elected members of the Congregation Council;
 - 4) with the council, administer discipline
 - 5) endeavor to increase the support given by the congregation to the work of the ELCA churchwide organization and of the South Central Synod of Wisconsin; and
 - 6) encourage adherence to covenantal relationship with this church as expressed in the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- *C9.04.** The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.
- *C9.05.** The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:
- a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the pastor's death or, following consultation with the synod bishop, for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in this congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
 - b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.3 above, have come to the attention of the bishop of this synod,

- 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of -this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
- c. In case of alleged physical disability or mental incapacity under paragraph a.4 above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament with disability status. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
 - d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3 above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to this congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action shall be taken by the synod.
 - e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, this congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds-vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- *C9.06.** 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 this 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 rostered minister providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.
- *C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting.
- *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, this 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 this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.05.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 this 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 this 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 call or approval of a request for change in roster status.
- C9.15.** Under special circumstances, subject to the approval of the synod 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 this congregation and the pastor in a form proposed by the synod bishop and approved by this congregation.
- *C9.21.** Authority to call a deacon shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by this congregation to recommend the call, shall seek the advice and help of the bishop of the synod.
- *C9.22.** Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synod bishop may be called as a deacon of this congregation.
- *C9.23.** Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
- a. Be rooted in the Word of God, for proclamation and service;
 - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
 - c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
 - d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
 - e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
 - f. Practice stewardship that respects God's gift of time, talents, and resources;
 - g. Be grounded in a gathered community for ongoing diaconal formation;
 - h. Share knowledge of this church and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
 - i. Identify and encourage qualified persons to prepare for ministry of the gospel.
- *C9.24.** The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.
- *C9.25.** The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:
- a. The call of a congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the deacon's death or, following consultation with the synod bishop, for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;

- 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the deacon;
 - 5) suspension of the deacon through discipline for more than three months;
 - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
- b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service with disability status. Upon removal of the disability and the restoration of the deacon to health, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.
 - d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.
 - e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- *C9.26.** This congregation shall make satisfactory settlement of all financial obligations to a former deacon before calling a successor. A deacon 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.
- *C9.27.** When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

- *C9.28. With the approval of the bishop of the synod, this congregation may depart from *C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.25.a.
- *C9.29. The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations.
- *C9.31. The deacon(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

Chapter 10.

CONGREGATION MEETING

- C10.01.** This congregation shall have at least one regular meeting per year. The regular meeting(s) of the congregation shall be held at the time(s) specified in the bylaws. Consistent with the laws of the State of Wisconsin, the bylaws shall designate one regular meeting per year as the annual meeting of this congregation.
 - C10.01.01.* The annual meeting of this congregation shall be held in January, at a time selected by the Congregation Council.
 - C10.01.02.* The annual meeting shall receive reports from all the permanent committees, boards, and organizations of this congregation.
 - C10.01.03.* The current roster of voting members shall be available at all meetings of this congregation.
- C10.02.** A special Congregation Meeting may be called by the pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of this congregation upon the written request of five percent (5%) of the voting members. The president of this congregation shall call a special meeting upon request of the synod 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.* Petitions for calling a special meeting shall state the proposed purpose, time, and date of the meeting. All voting members who sign such petitions shall date their signatures. Petitions to call a special meeting shall be valid only if the required number of signatures of voting members is obtained within 30 days of the start of the petition.
- C10.03.** Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all voting members at least 10 days in advance of the date of the meeting. Notices of congregational meetings shall be posted conspicuously at all entrances to the church building. The notice shall state the purpose, time, and place of the meeting.
- C10.04.** During the election of positions by the congregation the nomination for all positions shall be completed before voting for any position begins. No person shall be nominated for more than one position at any congregational meeting. For all positions, the congregation shall have the right to make nominations from the floor. There shall be no limit on the number of nominees from the floor. Candidates for any elective position may nominate themselves.
- C10.05.** Five percent (5%) of the voting members shall constitute a quorum.
- C10.06.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.07.** 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.
- C10.08.** *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation, its committees, and its organizations.
- C10.09.** This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication. To the extent permitted by state law, notice of all meetings may be provided electronically.

Chapter 11. OFFICERS

- C11.01.** The officers of this congregation shall be a president, vice president, secretary, and treasurer.
- a. Duties of the officers shall be specified in the bylaws.
 - b. The officers shall be voting members of this congregation who have attained the legal age of majority.
- It is strongly recommended that Officers:
- a. Attend worship faithfully.
 - b. Participate actively in stewardship of time and money; and
 - c. Commune regularly.
- C11.02.** The congregation shall elect its officers and they shall be the officers of this congregation. The officers shall be elected by written ballot by simple majority vote. The officers shall serve for two years 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. No elected officer shall be eligible to serve more than two consecutive terms in the same office.

Chapter 12. CONGREGATION COUNCIL

- C12.01.** The voting membership of the Congregation Council shall consist of the pastor(s), the deacon(s), the officers of this congregation, and six (6) members-at-large. Any eligible member of this congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. All members of the Congregation Council shall be voting members and faithful participants of the congregation. 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.
 - c) Consistent with the laws of the State of Wisconsin, the congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.
- C12.01.01.* A member of the Congregation Council who is absent from two consecutive meetings without valid excuse shall be consulted by the President of the Congregation.
- C12.02.** The at-large members of the Congregation Council shall be elected by this congregation by written ballot at the annual meeting to serve for two (2) years or until their successors are elected. Their terms shall begin at the close of the annual meeting at which they are elected. At the completion of a term during which a person serves at least six (6) years of continuous service as an officer or at-large member, such person shall be ineligible to be an officer or at-large member for one (1) year.
- 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.
- C12.03.01.* Should the unexpired term be for one year or less, it shall not be considered in determining eligibility for succession.
- 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 rostered minister(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 support of 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 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 Wisconsin, 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 this congregation.
 - c. The Congregation Council may enter into contracts of up to \$15,000 for items not included in the budget.
 - 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 \$35,000 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 collaboration 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 mission support monies to the synod treasurer.
 - f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
- 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 as provided in the bylaws or continuing resolutions.
- C12.08.** The Congregation Council shall be responsible for the appointment and supervision of the staff of this congregation. Nothing in this provision shall be deemed to affect this 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 for use at the annual meeting.
- C12.10.** The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor(s) 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 Congregation Council Members and the pastoral staff; and the congregation if time permits.
- C12.11.** A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the pastor or interim pastor, except when the 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 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 synod bishop.

- C12.12.** 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 officers of this congregation and the pastor shall constitute the *Executive Committee*.
- C13.02.** A *Nominating Committee* of three voting members elected by this congregation at the annual meeting and two outgoing members of the Congregation Council elected by the Congregation Council shall serve for a term of one year. Members of the Nominating Committee are not eligible for consecutive re-election.
- C13.02.01.* The Nominating Committee shall prepare a list of nominees for all positions elected by this congregation.
- C13.03.** An *Audit Committee* of three voting members shall be elected by the Congregation Council. Audit Committee members shall not be members of the Congregation Council, the Endowment Fund Board, or the Cemetery Committee. Term of office shall be three years, with one member 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 rostered minister. Term of office shall be two years, with two members to be appointed each successive year.
- C13.05.** When a vacancy occurs in a position for which this congregation calls a rostered minister, a *Call Committee* of a minimum of seven (7) voting members shall be elected by this congregation. Term of office will terminate upon installation of the newly called rostered minister.
- C13.06.** A *Cemetery Committee* shall be responsible for the Immanuel Lutheran Cemetery and the Immanuel Cemetery Endowment Fund as defined in the bylaws.
- C13.06.01.* The Immanuel Lutheran Cemetery is the property of this congregation. The Cemetery Committee shall operate the cemetery in an orderly manner in accordance with all civil laws pertaining to it. The administration of all laws, rules, and regulations shall be invested in this committee, and the committee shall report its activities directly to the Congregation Council.
- C13.06.02.* The voting membership of the committee shall consist of the pastor and no fewer than three members elected by this congregation.
- C13.06.03.* The committee shall select among its members a Chairperson to call and lead meetings.
- C13.06.04.* The committee shall select among its members a Secretary, whose responsibilities shall include:
- a. keeping an accurate record of the minutes for each meeting.
 - b. keeping a map or plat of the cemetery on which shall be recorded which family plots are sold and to whom.
 - c. keeping records of half-lots and single graves, those buried in them, dates that lots or graves were sold or transferred, records of services required and paid for.
 - d. being acquainted with all civil laws governing or pertaining to the burial of deceased persons.
 - e. otherwise transacting all business of the Cemetery Committee.
 - f. making their records available for inspection by the Cemetery Committee and the Congregation Council at all times.
- C13.06.05.* A sexton shall be employed by this congregation to work at the direction of the Cemetery Committee. The duties of the sexton shall include:
- a. oversight of the opening and closing of graves. No one but the sexton or her/his designee shall be permitted to open a grave in the cemetery.
 - b. care of the buildings, grounds, plantings, avenues, and anything related to the orderly operation and maintenance of the cemetery.
 - c. adherence to existing rules and regulations and the reporting of any unusual developments to the Cemetery Committee.

- d. making suggestions as to improvements which might be to the best interests of all concerned.
- e. serving on the Cemetery Committee in an advisory, nonvoting capacity.
- C13.06.06. Rules and regulations governing the operation of the cemetery, as approved by the Cemetery Committee, shall be available in printed form at all times in the office of this congregation.
- C13.06.07. Funds accruing from the sale of lots shall be forwarded to the General Fund of this congregation. The Cemetery Committee shall maintain a line item in this congregation's budget for expenses.
- C13.06.08. The Cemetery Committee shall be responsible for the Immanuel Cemetery Endowment Fund. The purpose of this fund shall be to receive gifts, hold the principal of such gifts in perpetuity, and, upon approval of the Congregation Council, to expend the income therefrom for the general repair, improvement, or expansion of the Immanuel Cemetery.
- C13.06.09. The Cemetery Committee shall seek third-party guidance of a qualified financial manager regarding issues of investment and disbursement of funds.
- C13.06.10. In addition to its annual dividends and interest funds, the Committee shall have the authority to recommend withdrawal of up to 5% of the fund's principal under the following circumstances:
 - a. There shall be a plan to replace the funds in an efficient manner.
 - b. The withdrawal of funds and plan for their replacement shall be approved by the Congregation Council.
 - c. If the expense is greater than the amount specified in C.12.05.c. of this constitution, the congregation shall approve the expense.
- C13.07.** The permanent committees of this congregation, as further defined in the bylaws, shall be:
 - a. ***Faith Formation***
 - b. ***Finance***
 - c. ***Mission and Outreach***
 - d. ***Properties***
 - e. ***Stewardship***
 - d. ***Worship and Music***
- C13.07.01. The permanent committees of this congregation are planning and working groups for mission and ministry within this congregation and beyond.
- C13.07.02. The permanent committees shall normally meet once a month.
- C13.07.03. Each permanent committee of this congregation (except the Finance Committee) shall elect, among its members, a chair to serve a two-year term. The election shall take place at the committee's first meeting following the annual meeting of this congregation. The chair may be re-elected to one additional two-year term. The Treasurer of the Congregation shall serve as chair of the Finance Committee.
- C13.07.04. Should the chair of a permanent committee resign or the position be declared vacant, the committee shall elect a new chair to complete the term. Should the unexpired term be for one year or less, it shall not be considered in determining eligibility for succession.
- C13.07.05. Following the committee's first meeting following the annual meeting of this congregation, the chair of each permanent committee shall report the names of all active members of their committee to the Congregation Council.
- C13.08.** Other committees of this congregation may be formed, as the need arises, by decision of the Congregation Council.
- C13.09.** Duties of committees of this congregation shall be specified in the bylaws and continuing resolutions.
- C13.10.** The pastor of this congregation shall be ex officio a member of all committees and boards of this congregation.

Chapter 14.

ORGANIZATIONS WITHIN THIS 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.

- C14.02.** 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.** Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member or the Church of Christ, continual and intentional interference with the ministry of this congregation, or willful and repeated harassment or defamation of member(s) of this congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15–17, proceeding through these successive steps, as necessary:
- a) private counsel and admonition by the pastor,
 - b) censure and admonition by the pastor in the presence of two or three witnesses,
 - c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and
 - d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod.
- If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.
- *C15.02.** The process for discipline of a member of this congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to C15.01 do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two ministers of Word and Sacrament). A copy of the written charges shall be provided to consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- *C15.03.** If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case, and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members, plus the nonvoting chair, comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- *C15.04.** The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- *C15.05.** By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
- a. suspension from the privileges of congregation membership for a designated period of time;
 - b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life.
 - c. termination of membership in this congregation; or
 - d. termination of membership in this congregation and exclusion from the church property and from all congregation activities.

- *C15.06. The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next meeting.
- *C15.07. No member of this congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.
- *C15.10. **Adjudication**
- *C15.11. When there is disagreement between or among factions within this congregation on a substantive issue which cannot be resolved by the parties, members of this congregation may petition the synod bishop for consultation after informing the president of this congregation of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in †S14.18.d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the entire matter shall be referred to the Synod Council for adjudication by whatever process the Council deems necessary. The Synod Council's decision shall be final.

Chapter 16.

AMENDMENTS

- *C16.01. Unless provision *C16.04. 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 seven 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 this congregation's members of the proposal together with the council's recommendations at least 30 days in advance of the meeting.
- *C16.02. An amendment to this constitution, proposed under *C16.01., shall:
 - a. be approved at any legally called meeting of the congregation by a majority vote of those voting members present and voting;
 - b. be ratified without change at the next regular meeting of this congregation held pursuant to C10.01. by a two-thirds vote of those voting members present and voting; and
 - c. have the effective date included in the resolution² and noted in the constitution.
- *C16.03. Any amendments to this constitution that result from the processes provided in *C16.01. and *C16.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify this congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.
- *C16.04. 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 majority vote of those voting members present and voting at any legally called meeting of this congregation without presentation at a prior meeting of this congregation, provided that the Congregation Council has submitted by mail or electronic notice, as permitted by state law, to this 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 at least two (2) voting members of the congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

Chapter 17.

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

BYLAWS

- *C17.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- *C17.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting.
- *C17.03. 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 this congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- *C17.04. Adopted or amended bylaws shall be sent by the secretary of this congregation to the synod.

Chapter 18.

CONTINUING RESOLUTIONS

- *C18.01. This congregation in a legally called meeting or the Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
- *C18.02. Continuing resolutions shall be enacted or amended by a majority vote of a meeting of this congregation or a two-thirds vote of all voting members of the Congregation Council.
- *C18.03. Adopted or amended continuing resolutions shall be sent by the secretary of this congregation to the synod.

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.

Chapter 20.

PARISH AUTHORIZATION

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

- *C20.01. This congregation may unite with one or more other congregations recognized by the synod named in *C6.01. to form a parish. Except as provided in *C20.02. and *C20.03., a written agreement, developed in consultation with the synod and approved by the voting members of each congregation participating in the parish, shall specify the powers and responsibilities that have been delegated to the Parish Council. The Parish Agreement shall identify which congregation of the parish issues calls on behalf of the member congregations or shall establish a process for identifying which congregation issues calls on behalf of the member congregations.
- *C20.02. One congregation of a parish shall issue a call on behalf of the member congregations to a minister of Word and Sacrament or a candidate for the roster of Ministers of Word and Sacrament who has been recommended by the synod bishop to serve the congregations of the parish. Such a call shall be approved prior to issuance by a two-thirds vote at a congregational meeting of each congregation forming the parish. If any congregation of the parish should fail to approve the call, the other congregations of the parish shall have the right to terminate the parish agreement.
- *C20.03. One congregation of a parish may issue a call on behalf of the member congregations to a minister of Word and Service or a candidate for the roster of Ministers of Word and Service who has been recommended by the synod bishop to serve the congregations of the parish. Such a call shall be approved prior to issuance by a two-thirds vote at a congregational meeting of each congregation

forming the parish. If any congregation of the parish should fail to approve the call, the other congregations of the parish shall have the right to terminate the parish agreement.

- *C20.04.** Any one of the congregations of the parish may terminate their relationship with the pastor as provided in †S14.18.d. of the synod constitution of the synod named in *C6.01. In such case, the other congregation(s) of the same parish shall have the right to terminate the parish agreement.
- *C20.05.** Any one of the congregations of the parish may terminate their relationship with a minister of Word and Service as provided in †S14.43.d. of the synod constitution of the synod named in *C6.01. In such case, the other congregation(s) of the same parish shall have the right to terminate the parish agreement.
- *C20.06.** Whenever a parish agreement is terminated, the call of any rostered minister serving that parish is terminated. Should any congregation that was formerly part of the parish agreement desire to issue a new call to that rostered minister, it may do so in accordance with the call process of this church.