

CONSTITUTION
of
GRACE LUTHERAN CHURCH
of the
EVANGELICAL LUTHERAN
CHURCH IN AMERICA®
LATEST REVISION NOVEMBER 14, 2010

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

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

* Required provision

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.

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 for the sick and the suffering, and participate responsibly in society.
- g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.
- h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
- i. Foster and participate in ecumenical relationships consistent with churchwide policy.

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

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

Chapter 5.

POWERS OF THE CONGREGATION

- *C5.01.** The powers of this congregation are those necessary to fulfill its purpose.
- *C5.02.** The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- *C5.03.** Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:

 - a. call a pastor as provided in Chapter 9;
 - b. terminate the call of a pastor as provided in Chapter 9;
 - c. call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;
 - d. 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 officers, and Congregation Council, and require them to carry out their duties in accordance with the constitution and bylaws; and
 - i. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- *C5.04.** This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by Lower Susquehanna Synod of the Evangelical Lutheran Church in America.

Chapter 6.

CHURCH AFFILIATION

- *C6.01.** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Lower Susquehanna Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- *C6.02.** This congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- *C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:

 - a. This congregation agrees to be responsible for its life as a Christian community.
 - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
 - c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod.
 - d. This congregation agrees to consider associates in ministry, for call to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
 - e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.
- *C6.04.** Affiliation with the Evangelical Lutheran Church in America may be terminated as follows:

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

in America by the following procedure:

- 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.
- 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.
- g.¹ Since this congregation was a member of the Lutheran Church in America, it shall be required, in addition to the foregoing provisions in *C6.05., to receive synodical approval before terminating its membership in the Evangelical Lutheran Church in America.
- h.² Since this congregation was established by the Evangelical Lutheran Church in America, it shall be required, in addition to the foregoing provisions in *C6.05., to receive synodical approval before terminating its membership in the Evangelical Lutheran Church in America.

***C6.06.** If this congregation considers relocation, it shall confer with the bishop of the synod in

¹ This provision is to be used in the constitutions of all congregations that formerly were a part of the Lutheran Church in America, in accord with provision 9.62.h. in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.

² This provision is to be used in the constitutions of all congregations that formerly were a part of the Lutheran Church in America, in accord with provision 9.62.h. in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.

which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected.

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

Chapter 7.

PROPERTY OWNERSHIP

- *C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Lower Susquehanna_ Synod of the Evangelical Lutheran Church in America.
- *C7.02. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.
- *C7.03. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Lower Susquehanna Synod.
- *C7.04. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body, title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

Chapter 8.

MEMBERSHIP

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

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

- a. ***Baptized*** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. ***Confirmed*** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. ***Voting*** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation.
- d. ***Associate*** members are persons holding membership in other [Lutheran] [Christian] congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, or persons who wish to retain a relationship with this congregation while being members of other congregations. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation.

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

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

- a. make regular use of the means of grace, both Word and sacraments;

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

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action 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.

BYLAWC8.05.01 Confirmed members shall be considered inactive if they have neither communed nor made a contribution of record for one year. Non-confirmed members shall be considered inactive if they have not made a contribution of record for one year, or if there is no evidence of their church, youth group, or nursery attendance for one year.

BYLAWC8.05.02 After five years of inactivity, congregation council shall attempt to ascertain by letter to the last known address, or by personal contact, whether the inactive member wishes to remain on the congregation's roster. Those members desiring to be retained shall be retained.

Chapter 9.

THE PASTOR

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

Congregation Council] to recommend the call, shall seek the advice and help of the bishop of the synod.

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

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

a. Every ordained minister shall:

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

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

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

c. Every pastor shall:

- 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
- 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
- 3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and
- 4) endeavor to increase the support given by the congregation to the work of the churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the Lower Susquehanna Synod of the ELCA.

***C9.04.** The specific duties of the pastor, compensation, and other matters pertaining to the

service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.

- *C9.05.** a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which, except in the case of the death of the pastor, shall be terminated only following consultation with the synodical bishop and for the following reasons:
- 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;
 - 4) the physical or mental incapacity of the pastor;
 - 5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty;
 - 6) the dissolution of the congregation or the termination of a parish arrangement;
or
 - 7) suspension of the congregation as a result of discipline proceedings.
- b. When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office have come to the attention of the bishop of the synod, the bishop in his or her sole discretion may, or when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop shall, investigate such conditions personally in company with a committee of two ordained ministers and one layperson.
- c. In case of alleged physical or mental incapacity, competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod with the advice of the committee shall declare the pastorate vacant. Upon the restoration of a disabled

pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.

- d. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the bishop of the synod together with the committee described in *C9.05.b. shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - e. If, in the course of proceedings described in *C9.05.d., the committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action to the synodical bishop, who may bring charges in accordance with the provisions of the constitution and bylaws of the Evangelical Lutheran Church in America and the constitution of this synod.
 - f. If, following the appointment of the committee described in *C9.05.b. or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation(s) 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(s) without prejudice and with pay provided through a joint synodical and churchwide fund and with housing provided by the congregation(s).
- *C9.06.** At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.
- *C9.07.** During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance

shall refrain from exerting influence in the selection of a pastor.

- *C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.
- *C9.09.** When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- *C9.11.** With the approval of the bishop of the synod, the congregation may depart from *C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.05.a.
- *C9.12.** The pastor of this congregation:

 - a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
 - b. shall submit a summary of such statistics annually to the synod; and
 - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- *C9.13.** The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.
- *C9.14.** The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her

hands in good order by a departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.

Chapter 10.

CONGREGATION MEETING

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

BYLAWC10.01.01 The time of the annual congregation meeting shall be the second Sunday in November.

BYLAWC10.01.02 The Nominating Committee will announce the slate of candidates at all worship services four (4) weeks prior (i.e. on the fifth Sunday prior) to the annual congregation meeting. The day following the announcement, members will be notified by mail (or e-mail) of the slate of candidates. A special meeting of the congregation shall be held two (2) weeks before the annual meeting each year at which time additional nominations will be accepted from the floor. Nominations will be closed at the conclusion of the meeting.

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 the congregation upon the written request of ten (10) percent 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 (2) consecutive Sundays or by mail to all voting members at least ten (10) days in advance of the date of the meeting. The posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members or posting in the bulletin on the two (2) previous consecutive Sundays shall be sufficient.

C10.04. Twenty (20) percent voting members shall constitute a quorum.

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

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

state law.

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

C10.08. If a meeting must be cancelled due to a lack of a quorum or other extenuating circumstances, it shall be rescheduled for the following Sunday.

Chapter 11.

OFFICERS

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

- a. Duties of the officers shall be specified in the bylaws.
- b. The officers shall be voting members of the congregation.
- c. Officers of this congregation shall serve similar offices of the Congregation Council. The President and Vice President shall be voting members of the Congregation Council.
- d. If the Congregation Council elects its officers, the president, vice president, and secretary shall be selected from the elected membership of the Congregation Council.

BYLAW C11.01.01 Duties of the President: The President shall be the lay leader of the congregation and the congregation council, directing and facilitating performance of their duties and responsibilities, as outlined in this constitution and bylaws (especially Chapters 5 and 12). The President shall preside over council and congregational meetings.

BYLAW C11.01.02 Duties of the Vice President: The Vice President shall assist the president in his or her duties, and fulfill them in the absence of the president.

BYLAW C11.01.03 Duties of the Secretary: The Secretary shall keep accurate minutes of all meetings of the congregation and the council in a volume provided by the Congregation, which shall be preserved permanently in its archives. The secretary shall assure that the correspondence of the council and the congregation is handled in a satisfactory fashion.

BYLAWC11.01.04 Duties of the Treasurer: It shall be the duty of the treasurer to assure that that the following responsibilities are satisfactorily completed in a timely fashion: all income shall be received and recorded. The books of account of the congregation shall be maintained. Funds shall be disbursed on proper orders, including making monthly remittance of benevolence receipts to the treasurer of the synod. A written report of all transactions shall be made monthly to the Council, and also annually to the congregation, together with a satisfactory audit, at its annual meeting.

BYLAWC11.01.05 Other officers may be elected by the council, for example a synod representative. Duties will be outlined by the council.

C11.02. The officers shall be elected by the Congregation Council and shall serve for one year. The term shall be as specified in the bylaws.

BYLAWC11.02.01 The term of office for council officers shall begin with their election at the first council meeting after the annual meeting, and shall end with the election of their successors at the first council meeting after the next annual meeting.

C11.03 No officer shall hold more than one office at a time. The president and vice president shall be eligible to serve not 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) officers and not more than twelve (12) elected members of the congregation, one or more of whom may be a youth or a young adult. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council without cause. Terms of office for council members shall be arranged so that one third expire annually.

C12.02. The members of the Congregation Council except the pastor(s) shall be elected by written ballot to serve for (3) three years or until their successors are elected. Such members shall be eligible to serve no more than one full term consecutively. Their terms shall be as specified in the bylaws.

BYLAWC12.02.01 The term of office for council members shall begin at the beginning of the first council meeting (January) of the new year following the November annual meeting, and shall end at the beginning of the first council meeting of the new years (3) years thereafter.

BYLAWC12.02.02 In the absence of extenuating circumstances such as inclement weather, the first council meeting shall be held in January of the new year following the November annual meeting. In the absence of extenuating circumstances, the new council members shall be installed before the congregation after the December council meeting of the old year and before the January council meeting of the new year.

BYLAWC12.02.03 The Nominating Committee will propose a slate of candidates equal in number to the number of openings to be filled. Members of the congregation are encouraged to communicate suggestions of candidates to the committee. The slate shall be announced four (4) weeks (i.e. on the fifth Sunday) prior to the annual congregation meeting at all worship services. Nominees must have agreed to serve if elected.

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

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

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

service, and support.

- c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
- d. To maintain supportive relationships with the pastor(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.
- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. To emphasize partnership with the synod and churchwide 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.
- 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 Commonwealth of Pennsylvania except as otherwise provided herein.
- b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.
- c. The Congregation Council may enter into contracts of up to an amount specified in the bylaws for items not included in the budget.

BYLAWC12.05.01 The Congregation Council may enter into contracts up to an amount of \$2000.00 per contract, not to exceed a total of \$5,000.00 per year, for purposes specified in C12.05 (c). Any contracts exceeding those amounts require congregational approval at a congregation meeting.

- 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 \$5000 in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the synod and churchwide organization.
- e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.
- f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.

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

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

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

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

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

C12.12. 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 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 synodical bishop.

Chapter 13.

CONGREGATION COMMITTEES

C13.01. The officers of this congregation and the pastor shall constitute the *Executive Committee*.

BYLAWC13.01.01 Duties of the Executive Committee include transaction of routine business not involving expenditures of greater than \$500.00, but do not involve hiring or firing of employees of the church.

C13.02. A *Nominating Committee* of six voting members of this congregation, two of whom, if possible, shall be outgoing members of the Congregation Council, shall be elected at the annual meeting for a term of one year. Members of the Nominating Committee are not eligible for consecutive reelection.

BYLAWC13.02.01 Purpose of the Nominating Committee: (a) Nominate a slate of candidates for Council; (b) nominate a slate of four candidates for the next nominating committee, and (c) nominate a (6) six member slate for the call committee when a pastoral vacancy occurs.

BYLAWC13.02.02 The nominating committee will be elected by the congregation. The incumbent nominating committee will propose a slate of four candidates, and the council will propose two additional candidates, who are to be out-going council members. The six candidates will be announced to the congregation at the special congregation meeting, held two weeks prior to the annual meeting. Nominations from the floor will be accepted at that time. Nominations will be closed at the conclusion of the meeting. Nominees must have agreed to serve if elected.

BYLAWC13.02.03 In the first year of this new constitution, when no nominating committee is

already in existence, the first nominating will be appointed by the council.

C13.03. An *Audit Committee* of (3) or more three voting members shall be elected by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. Term of office will three years with one member elected each year. Members shall be eligible for reelection.

BYLAWC13.03.01 The Audit Committee will conduct a yearly audit of the financial records of the congregation except during leap years when the congregation will engage an external auditor to conduct the audit.

C13.04. A *Mutual Ministry Committee* consisting of six (6) members shall be appointed by the president and the pastor. Term of office shall be two years, with three (3) members to be appointed each successive year. In the absence of a mutual ministry committee, the duties shall be fulfilled by the executive committee.

BYLAWC13.04.01 The Mutual Ministry Committee shall strive to maintain a supportive relationship and rewarding workplace for the employees of the congregation. Committee members shall meet yearly with each employee to assess working conditions, future needs and goals. The committee shall regularly revise and update job descriptions. It shall assist the church council in yearly salary recommendations for employees.

C13.05. When a pastoral vacancy occurs, a *Call Committee* of (6) six voting members shall be elected by this congregation. Term of office will terminate upon installation of the newly called pastor.

BYLAWC13.05.01 The duty of the Call Committee is to present to the congregation a candidate or candidates to be considered for the position of pastor or assistant pastor of the church.

BYLAWC13.05.02 When a call committee is needed, the nominating committee will propose a slate of (6) names at a special meeting of the congregation. At that time, additional nominations will be accepted from the floor. A special meeting will be held approximately (2) weeks later, for the purpose of electing the call committee. Additional nominations will be accepted from the floor at that meeting also, just prior

to the election. Nominees must have agreed to serve if elected.

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

BYLAW13.06.01 Standing committees shall include: Parish Education, Stewardship, Investment, Finance, Property, Music and Worship, Social Ministry and Evangelism.

C13.07. Duties of committees of this congregation shall be specified in the bylaws.

BYLAWC13.07.01 Duties of the Parish Education Committee: The Parish Education Committee is to ensure that educational opportunities are offered to all age groups within the congregation. It is to select and encourage curricula that support the theological foundations of the Lutheran traditions. It is to recruit, mentor and support those who teach and facilitate educational events. One of its primary aims is to encourage parents in their baptismal commitments and promises to faithfully bring their children to God's house and teach them the fundamentals of the Christian faith.

BYLAWC13.07.02 The Stewardship committee shall encourage and promote Christian Stewardship as a concrete way to respond to the good news of the gospel, encourage members of the congregation to live lives of generosity, promote stewardship of the earth as a response to global warming and increase awareness of the congregation's local, church-wide and world-wide ministries. The committee shall lead members of the congregation to levels of proportionate giving that will adequately support the ministries of the congregation and causes beyond the affairs of the church. The committee shall also be responsible for yearly congregational efforts that lead to an awareness of stewardship and the need for generous and grateful giving.

BYLAWC13.07.03 Duties of the Investment Committee: This committee shall, subject to the approval of the congregation council, be responsible for the congregation's investments.

BYLAWC13.07.04Duties of the Finance Committee: The treasurer shall be a member ex-officio. In consultation with the congregation council and leaders of ministries, the committee shall prepare a draft budget for the succeeding year, including the congregation's full indicated share in support of the wider ministry being carried on in

its behalf by the ELCA and the Lower Susquehanna Synod and shall submit such draft budget to the congregation council for its action and later presentation to a congregational meeting. The committee shall exercise oversight of all financial affairs of the congregation to make sure they are being conducted efficiently, giving particular attention to the prompt payment of all financial obligations and to the regular forwarding of benevolence to the synod treasurer. It shall also provide for annual audits of the accounts of the treasurer(s), financial secretary (s), and for accounts of the school (s) and organizations within the congregation.

BYLAWC13.07.05 Duties of the Property Committee: The Property Committee shall see to the proper maintenance and protection of all property of the congregation, and shall take care that the same is kept in good repair. This committee shall also, subject to the approval of the congregation council, be responsible for the congregation's total insurance program.

BYLAWC13.07.06 Duties of the Music and Worship Committee: The committee shall assist the Congregation council in seeing that the services of God's house are conducted regularly and that these services are grounded in the theological foundations of the ELCA. It shall recruit, train and support worship assistants, helpers and musicians. It shall care for all implements used at worship.

BYLAWC13.07.07 The Social Ministry Committee shall strive to enlist the congregation in the extension of Christian compassion and helpfulness to the ill, aged, bereaved underprivileged, and all other persons in need of body and soul. The committee shall educate the congregation about social conditions in order to motivate social action and advocacy. The committee shall plan and organize fellowship events in the congregation.

BYLAWC13.07.08. Duties of the Evangelism Committee: The Evangelism Committee shall stimulate and lead members of the congregation in endeavors to invite persons into the fellowship of the Gospel and Christ's Church and to reactivate those members who have become inactive. The committee shall propose and foster those activities which serve to deepen and enrich spiritual life.

Chapter 14.

ORGANIZATIONS WITHIN THE CONGREGATION

- C14.01.** All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.
- C14.02.** Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council [and specified in a continuing resolution].

Chapter 15.

DISCIPLINE OF MEMBERS AND ADJUDICATION

- *C15.01.** Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the Congregation Council. If, for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, the president (if not the pastor) or vice president shall administer such admonitions.
- *C15.02.** The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be prepared by member(s) of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Congregation Council of the need to issue a written citation to the accused and the accusers that specifies the time and place

of the hearing before the Congregation Council. The written charges shall accompany the written citation to the accused. The written citation that specifies the time and place of the hearing before the Congregation Council and requests the presence of a member charged with the offense shall be sent at least ten (10) days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Congregation Council may proceed with the hearing and may pass judgment in the member's absence.

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

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

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

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

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

***C15.10. Adjudication**

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

Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

Chapter 16.

BYLAWS

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

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

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

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

Chapter 19.

INDEMNIFICATION

***C19.01.** Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Congregation Council member, officer, employee, agent, or other member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

C19.02 BONDING All officers and council members and those designated to handle funds of the congregation shall be bonded and proceed according to synod policy.

C19.03 LIMITED LIABILITY OF DIRECTORS

INDEMNIFICATION OF DIRECTORS
OFFICERS AND OTHER PERSONS

1. Limited Liability of Directors.

General Rule - No director of the Corporation shall be personally liable for monetary Damages for any action taken or any failure to take any action in his capacity as a Director of the Corporation unless the Director has breached or failed to perform the duties of his office as set Forth in the Directors' Liability Act, 42 Pa. C.S.A. Section 8361 et seq. and such breach or Failure to perform constitutes self-dealing, willful misconduct or recklessness.

Exception – This Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or for the payment of taxes p ursuant to any local, state or federal law.

2. Circumstances Under Which Indemnification Authorized.

The Corporation shall indemnify any Director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action suit, or proceeding, whether civil, criminal, administrative, or investigative (incl uding any action by or I the right of the Corporation) by reason of the fact that he is or was such Director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent or another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, upon a determination by the Corporation that (1) no court has determined that the Directors' or officers' act or failure to act giving rise to the claim for indemnification constituted willful misconduct or recklessness, and, (2) with respect to any criminal action or proceeding, the Director or officer had no reasonable cause to believe his conduct was unlawful. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or
- (b) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or
- (c) By the shareholders.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the persons' actions or failure to act constituted willful misconduct or recklessness and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

3. Indemnification for Expenses. To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

4. Advance of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if a court ultimately determines that he is not entitled to be indemnified by the Corporation as authorized in this Article.

5. Indemnification of other Persons. Agents and employees of the Corporation who are not Directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

6. Other Rights. Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person

who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.
8. Right of Claimant to Enforce Rights. If a claim under this Article is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Pennsylvania Business Corporation Law or the Directors' Liability Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard or conduct, shall be a defense to the action or create a presumption that the claimant has not set the applicable standard of conduct.