

CONSTITUTION AND BYLAWS
of
CHRIST THE KING LUTHERAN CHURCH

Effective Date of January 1, 2011

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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 Christ the King Lutheran Church
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Christ the King Lutheran Church is hereinafter designated as "this congregation."
- C1.03.** For the purpose of this constitution and the accompanying bylaws, the Congregation Council is hereinafter designated as "the Church Council".
- C1.11.** This congregation shall be incorporated under the laws of the State of Minnesota.

Chapter 2. CONFESSION OF FAITH

- *C2.01.** This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- *C2.02.** 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.

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

* Required provision

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.

B3.02.1. The mission of Christ the King Lutheran Church (hereafter, this congregation) is: Christ the King Lutheran Church is a caring community committed to empower all people to know Christ and to make Christ known.

B3.02.2. To fulfill this mission, each of us is called:

- a. to live among God's faithful people
- b. to hear the Word of God and share in the Lord's Supper
- c. to proclaim the good news of God in Christ through word and deed
- d. to serve all people, following the example of Jesus, and
- e. to strive for God's justice and peace in all the world.

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 Church Council shall prepare descriptions of the responsibilities of each commission, 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 Church 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 Church Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is

authorized to:

- a. call a pastor as provided in Chapter 9;
- b. terminate the call of a pastor as provided in Chapter 9;
- c. call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;
- d. adopt amendments to the constitution, as provided in Chapter 17, and amendments to the bylaws, as specified in Chapter 16.
- e. approve the annual budget;
- f. acquire real and personal property by gift, devise, purchase, or other lawful means;
- g. hold title to and use its property for any and all activities consistent with its purpose;
- h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- i. elect its Church Council, and require them to carry out their duties in accordance with the constitution, and bylaws, and continuing resolutions; and
- j. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.

***C5.04.** This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the Southeastern Minnesota 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 Southeastern Minnesota Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.

***C6.02.** This congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.

***C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:

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

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

- a. This congregation takes action to dissolve.
- b. This congregation 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.

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

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

Chapter 7. PROPERTY OWNERSHIP

*C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Southeastern Minnesota Synod of the Evangelical Lutheran Church in America.

*C7.02. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.

*C7.03. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Southeastern Minnesota Synod.

*C7.04. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body, title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

Chapter 8. MEMBERSHIP

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

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

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

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

- B8.05.01.** Any confirmed member who in the judgment of the Church Council shows no interest in attending church services, fails to partake of Holy Communion, and/or fails to contribute to the congregational treasury according to the congregation's records, for a period of two years, after supportive and encouraging efforts have been made by the pastoral staff and lay people, shall be presumed no longer to desire membership, shall lose the right to vote, and shall not be counted in the membership statistics of the congregation. However, such names and records shall be kept in the files for a period of no less than five years. Such a person shall be encouraged to participate in the congregational life or to transfer elsewhere. If a member resumes activity, he/she shall be restored to the active membership list; if not, he/she shall be subject to removal from the congregation's roll and notified accordingly.
- B8.05.02.** Children, neither of whose parents or guardians are active members of this congregation, shall be dropped from the baptized membership roll if the children fail to participate in the Christian education program of this congregation.
- B8.05.03.** Members who have been excommunicated, dismissed, or who have resigned, as well as members who have transferred to other Lutheran congregations or who are definitely known to have become members of other congregations without transfer, shall thereby have lost membership and all rights in this congregation

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 to recommend the call, shall seek the advice and help of the bishop of the synod.
- B9.01.1.** There shall be only one Senior Pastor position. Other pastor positions shall be subordinate to the Senior Pastor and shall be designated herein as Associate Pastors.
- B9.01.2.** The Senior Pastor shall:
- a. be the spiritual leader of this congregation, discerning God's will for the church and interpreting theology;
 - b. be responsible for the well-being of the congregation;
 - c. be responsible for and manage the church's relationship with the ELCA, as defined in the Constitution;
 - d. be responsible for and manage the church's relationship with the local community;
 - e. be responsible for the maintenance of all legal documents;
 - f. propose to the Church Council informal affiliations and relationships with other organizations;
 - g. direct, supervise, manage, and evaluate the performance of staff, including the Associate Pastor(s) and determine their compensation to be proposed in the annual budget;
 - h. ensure that staff of this congregation complies with the constitution, bylaws, continuing resolutions, and Church Council policies
- *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.
- B9.02.1.** Clergy qualified according to C9.02 of this constitution may occasionally perform pastoral functions with the approval of the Church Council and the Senior Pastor. In the case where approval must be given prior to the next regularly scheduled council meeting, the Senior Pastor may give the approval.
- *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 Church 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 Southeastern Minnesota Synod of the ELCA.

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

- *C9.05.**
- 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 Church 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 Church 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 Church 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 Church 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.
- B10.01.1. The annual congregation meeting shall occur on or before the last Sunday of the first month of this congregation's fiscal year. In case of an event determined to be serious enough by the Church Council to warrant, the annual meeting may be moved to an alternate date and time as soon as is reasonably possible; provided that written notice is mailed or delivered by generally accepted means of electronic communication to the congregation, in the manner specified in the Constitution, at least ten days in advance of such alternate date and time.
- C10.02. A special Congregation Meeting may be called by the Senior Pastor, the Church Council, or the president of this congregation, or shall be called by the president of the congregation upon the written request of at least 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 all services of worship and by written notice to all voting members at least fourteen (14) days prior to the date of the meeting. Notice may be posted in the regular mail with the regular postage paid sent to the last known address of such members; or, with approval of the voting member, sent by generally accepted means of electronic communication.
- C10.04. A quorum of voting members is required as defined in the bylaws.
- B10.04.1. A quorum of voting members shall be 100 voting members or 10% of the voting membership of the congregation, whichever is less.
- 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.

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 Church Council shall elect the president, vice president, and secretary from its membership, and they shall be the officers of the congregation. The officers shall be elected by written ballot and shall serve for one year or until their successors are elected. Their terms shall begin at the first council meeting after they are elected.
 - c. The treasurer shall be elected by the congregation by written ballot at the annual meeting.
- B11.01.1. The officers of this congregation shall act as the corporate officers of this congregation. No officer shall hold more than one office at a time.
- B11.01.2. The officers shall serve one year terms or until his or her successor shall have been duly elected and qualified. No elected officer, other than the treasurer, shall serve more than two consecutive terms in the same office.
- B11.01.3. Any officer may be removed by the congregation by majority vote at a properly called congregation meeting when in its judgment the best interest of this congregation will be served thereby.
- B11.01.4. The President:

- a. shall preside at all meetings of the congregation;
- b. shall, with the Senior Pastor, oversee the work of the officers, Church Council and commissions, and offer help and counsel as required;
- c. shall chair the Church Council and preside at its meetings;
- d. shall designate which commission shall be responsible for duties not assigned in the bylaws or continuing resolutions;
- e. shall regularly meet with the pastoral staff as to the state of the congregation;
- f. shall sign, with any other proper officer of this congregation as authorized in these bylaws, the following: notes, deeds, mortgages, bonds, contracts, or other instruments that these bylaws or the Church Council have authorized to be executed as consistent with C5.03; and
- g. shall perform all duties incident to the office of president and such other duties as may be prescribed by the congregation or Church Council from time to time.

B11.01.5. The Vice President:

- a. shall assist the president in fulfilling the duties of the office;
- b. shall preside at all meetings in the absence of the president or where requested to do so by the president;
- c. shall serve as president if for any reason the president is unable to serve;
- d. shall, with the Church Council, be responsible for mission evaluation and long range planning, and for appointing special committees as necessary to accomplish this end; and
- e. shall perform such other duties as from time to time may be assigned by the president or by the Church Council.

B11.01.6. The Secretary:

- a. shall keep minutes of all meetings of the congregation and publicly post said minutes;
- b. shall keep minutes of all meetings of the Church Council and the Executive Committee;
- c. shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- d. shall keep a register of the post office and any electronic communication address of each Church Council member;
- e. shall sign with the president or vice president any and all documents or instruments that shall have been authorized in accordance with these bylaws; and
- f. shall, in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Church Council.

B11.01.7. The Treasurer:

- a. shall be bonded, such bond to be paid for by the congregation, if necessary;
- b. shall keep, in the name of the congregation, in a bank designated by the Church Council, all monies entrusted to the treasurer and belonging to the congregation;
- c. shall be responsible for making authorized disbursements;
- d. shall be responsible for the financial records of the congregation;
- e. shall be responsible for preparing the annual budget for review by the Church Council, which shall make a recommendation to the annual meeting of the congregation. The treasurer shall solicit budget recommendations from staff, commissions and committees which have demonstrated a need for operating funds and/or building funds for the ensuing year;
- f. shall be responsible for preparing multi-year financial projections to support long range planning efforts by the Church Council;
- g. shall present a monthly financial statement to the Church Council and a fiscal year financial statement for inclusion in the annual report;
- h. shall oversee the preparation of financial reports required by the Southeastern Minnesota Synod and other organizations;
- i. shall oversee the record maintenance of all contributions and quarterly statements issued to the congregation members; and
- j. shall perform such other financial duties as from time to time may be assigned to him or her by the president or by the Church Council

C11.02. Should an officer's position be declared vacant, the Church Council shall elect by majority vote a replacement to serve until the next congregational election.

Chapter 12. CHURCH COUNCIL

C12.01. The voting membership of the Church Council shall consist of the officers of the congregation, and not more than nine (9) nor fewer than five (5) members of the congregation. 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 Church 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 Church Council without cause. Consistent with the laws of the state in which this congregation is incorporated, the congregation may adopt procedures for the

removal of a member of the Church Council in other circumstances.

- C12.02.** The members of the Church Council shall be elected by written ballot to serve for 3 years or until their successors are elected. Such members shall be eligible to serve no more than two full terms consecutively. Their terms shall begin at the close of the annual meeting at which they are elected.
- B12.02.1.** Names listed on the ballot shall be put forward by the Nominating Committee, as defined in these bylaws.
- B12.02.2.** Council members' terms shall be staggered so as to maintain continuity and knowledge transfer on the Church Council. Other than by virtue of being elected an officer, each member of the Church Council shall not serve more than two full and continuous elected terms on the Church Council, but will be eligible to serve again after a one year break in service.
- B12.02.3.** All members of the Pastoral staff shall be ex-officio members of the Church Council.
- B12.02.4.** Newly elected Church Council members shall be installed at a worship service near the date they assume office.
- B12.02.5.** Any member of the Church Council may be removed by the congregation by majority vote at a properly called congregation meeting when in its judgment the best interest of this congregation will be served thereby.
- C12.03.** Through prayer, long range planning and visioning, the Church Council shall determine and oversee the core ministries of Christ the King. It shall be the privilege and responsibility of the Church Council to steward the vision of God's preferred future for Christ the King Ministries, the details of which may be specified in the bylaws. The Church Council will seek the wisdom of the Senior Pastor throughout its deliberations.
- B12.03.1.** The Church Council shall:
- a. 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. Seek to involve all members of this congregation in worship, learning, witness, service, stewardship and support.
 - c. Oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
 - d. Arrange for pastoral service during the sickness or absence of a pastor.
 - e. Be examples individually and corporately of the style of life and ministry expected of all baptized persons.
 - f. Promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, endeavor to foster mutual understanding.
 - g. Receive a report on any organizational changes initiated by the Senior Pastor, and approve by majority vote any related budget amendments.
 - h. Approve the annual budgets and submit them to the congregation for its approval at its annual meeting. Upon approval of the annual budget by the congregation, the Church Council shall supervise the expenditure of funds in accordance with the annual budget.
 - i. Execute the congregational wishes with regard to the acquisition and sale of real property, and any mortgages or liens thereon.
 - j. Evaluate, manage, and safeguard against legal and other liabilities, both actual and contingent, impacting this congregation.
 - k. Approve relationships with other organizations and ministries, as proposed by the Senior Pastor.
 - l. Direct and determine benevolent donations to other organizations, or delegate this responsibility to a Covenant Commission as defined in C13.02.
 - m. Direct, supervise, manage, and evaluate the performance of the Senior Pastor, and determine the compensation for the Senior Pastor to be proposed in the annual budget.
 - n. For all pastors, review the recommendations of the Call Committee, and forward approved candidates to the congregation for authorization to issue a letter of call.
- C12.04.** The Church Council shall be responsible for the financial and property matters of this congregation.
- a. The Church Council shall be the board of directors of this congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Minnesota, except as otherwise provided herein.
 - b. The Church 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 Church Council may enter into contracts of up to 5% of the annual operating budget for items not included in the budget.
 - d. The Church Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations. The Church Council shall be responsible for this congregation's investments and its total insurance program.
- C12.05** The Church Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.
- B12.05.1.** For the purpose of this bylaw a Church Council member shall not benefit either directly or indirectly. However,

the Church Council member may benefit from a transaction with the congregation either directly or indirectly if the following is true:

- a. The material facts of the transaction and the Church Council Member's interest were disclosed or known to the Church Council and the Church Council authorized, approved or ratified the transaction under the voting procedure set forth below.
- b. The transaction was fair to the congregation at the time it was entered into or approved.

B12.05.2. For the purposes of this section, an indirect interest to a transaction is defined as follows:

- a. Another entity in which the Church Council Member or immediate family member of the Church Council member has a material financial interest or in which the Church Council member or immediate family member is a general partner is a party to the transaction.
- b. Another entity of which the Church Council member or immediate family member is a Church Council member, officer, member, manager or trustee is a party to the transaction.

B12.05.3. For the purposes of this section, a conflict of interest transaction is authorized, approved, or ratified if it received the affirmative vote of the majority of the member of the Church Council where the following occurs:

1. There is quorum of the Church Council without considering the attendance of the individual with the direct or indirect interest in the transaction; and,
2. The person with the direct or indirect interest in the transaction shall reclude him or herself from the vote and remove him or herself from the room at the time of the vote.

B12.05.4. If it comes to the attention of any member of the Church Council that the conflict of interest was not disclosed, the act resulting from the vote of the Church Council is void; unless there is redetermination after compliance with the above steps.

C12.06. The Church Council shall oversee the submission of a comprehensive report to this congregation at the annual meeting.

C12.07. A quorum is required to transact business, as defined by the bylaws.

B12.07.1. A quorum for the transaction of business shall consist of a majority of the members of the Church Council, and the Senior Pastor or interim pastor, except when the Senior Pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the Senior Pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Church Council, following consultation with the synodical bishop.

C12.08. Should a member's place on the Church Council be declared vacant, the Church Council shall elect, by majority vote, a successor until the next annual meeting.

C12.09 The chairperson of any meeting of the Church Council shall determine the order of business and procedure at the meeting, including such regulation of the manner of voting and the conduct of business as seem to him or her to be in order.

C12.10. The Church Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.

Chapter 13. COVENANT COMMISSIONS AND CONGREGATION COMMITTEES

C13.01. The officers of this congregation and the immediate past president shall constitute the *Executive Committee*. The Senior Pastor shall be an ex officio member of this committee.

C13.02. The governance of this congregation shall be carried out by Covenant Commissions based on the affirmation of faith promises of the ELCA. Members of these Commissions shall be appointed by the Church Council.

- a. The Faithful People Commission. Christ the King is a place of spiritual growth and nurture that provides varied ministries for all people to gather for worship, growth and fellowship.
- b. The Word and Sacrament Commission. As part of the Word and Sacrament ministry, Christ the King provides a comprehensive life-long education ministry enabling all people to hear God's Word and incorporate it into their lives.
- c. The Proclaim Commission. To live out this promise, Christ the King coordinates varied opportunities for people to become involved in ministry and to find ways to share the blessings that God has bestowed on them with others.
- d. The Servant Commission. Christ the King shall reach out with its financial and human resources to strive to meet the needs of all people – locally, nationally, and world-wide.
- e. The Justice and Peace Commission. All members will be encouraged to come to a clear understanding of God's justice and peace as shown forth in scripture, and then join together to seek that justice and peace for themselves and all the world.

B13.02.1. Each Covenant Commission shall:

- a. have such authority as may be delegated to it the Church Council; and it shall exercise such authority in accordance with the constitution, bylaws, and resolutions of the congregation;
- b. work with the pastor(s) in providing for the spiritual care of the congregation in promoting specific areas of welfare;
- c. implement the specific areas of policies of said Commissions as established by the Church Council;
- d. provide input to the Church Council in regard to the commission's specific area;
- e. establish such committees as may be necessary or advisable to facilitate the discharge of the above responsibilities; and
- f. elect from its membership one member to serve as Commission Chair.

B13.02.2. Each Commission Chair shall:

- a. be responsible for coordinating staff, commission and volunteer activities for that area of church life;
- b. convene regular commission meetings as required, oversee the work of the Commission, and see that appropriate minutes of meetings are maintained;
- c. oversee the preparing and monitoring of the annual budget for that Commission;
- d. oversee staff and congregation members in the disbursement of funds identified within the Commission's budget;
- e. prepare a report of Commission activities and accomplishments for inclusion in the annual report;
- f. maintain record of Commission responsibilities and activities to assist succeeding Commission Chair; and
- g. coordinate Commission events and activities with other Commissions as needs require.

B13.02.3. The Faithful People Commission, based on the 1st affirmation of faith promise to live among God's faithful people, shall

- a. encourage, support and develop a ministry of concern and openness to strengthen the connections between all members and the church;
- b. address areas of need or updating for fellowship, stewardship, education and spiritual growth for all members; and
- c. develop, facilitate and evaluate the day-to-day and long term goals for church facility usage, operations and safety compliance issues.

B13.02.4. The Word and Sacrament Commission, based on the 2nd affirmation of faith promise to hear the Word of God and share in the Lord's Supper, shall

- a. direct and oversee curriculum planning, development and review for all educational programs and opportunities for all including Sunday and vacation Bible school, confirmation, youth and adults in our church and community; and
- b. provide worship enrichment, sacramental participation, education opportunities and fellowship ministries.

B13.02.5. The Proclaim Commission, based on the 3rd affirmation of faith promise to proclaim the good news of God in Christ through word and deed, shall:

- a. research and develop educational ministries for the purpose of helping our congregation and our community with social issues;
- b. seek to find ways to stimulate the witness enthusiasm of our members;
- c. oversee the service group ministry; and
- d. create and evaluate programs that utilize the time and talents of youth and adult membership.

B13.02.6. The Servant Commission, based on the 4th affirmation of faith promise to serve all people, following the example of Jesus, shall:

- a. provide educational ministries and community service opportunities for the purpose of helping our congregation and our community;
- b. address local, nationwide and worldwide social issues;
- c. oversee the disbursement of benevolent monies; and
- d. develop ministries of concern to reach those who are experiencing physical, emotional and financial issues that inhibit their day-to-day well being and spiritual growth.

B13.02.7. The Justice and Peace Commission, based on the 5th affirmation of faith promise to strive for God's justice and peace in all the earth, shall:

- a. encourage our congregation and community to be aware of and to use positive opportunities to influence effective change through personal action; and
- b. provide appropriate educational materials and opportunities for dialogue so all ages of church membership can participate as informed citizens.

C13.03. The Church Council shall prepare descriptions of the responsibilities of each Covenant Commission and shall oversee their actions. The Church Council shall determine the number and qualifications of members of each Covenant Commission.

B13.03.1. Church Council members, who are not members of the Executive Committee, shall serve as a liaison to a Covenant Commission.

- B13.03.2.** Members of the Covenant Commissions will be appointed annually by the Church Council to serve 3 year terms and may serve no more than two consecutive 3 year terms. Appointments shall be made at the first Church Council meeting following the annual meeting. The Church Council shall have the authority to appoint congregational members to fill vacancies on the Covenant Commissions.
- B13.03.3.** Any active voting member of the congregation shall be eligible to serve on a Covenant Commission.
- C13.04.** The Church Council shall establish the committees set forth in the bylaws and any other committee it deems necessary. The Church Council shall prepare descriptions of the responsibilities of each committee and shall oversee their actions.
- C13.05.** Committees of the Church Council will serve at the pleasure of and report to the Church Council. Their members will number and have the qualifications as the Church Council sees fit.
- a. A *Nominating Committee* of six voting members of this congregation, two of whom, if possible, shall be outgoing members of the Church Council, shall be appointed annually by the church council. Members of the Nominating Committee are not eligible for consecutive reappointment. In consultation with the Senior Pastor, it will nominate candidates for treasurer and Church Council election and place these names on the annual meeting ballot. Nominees for the Church Council should be nominated from outgoing or past members of a Commission.
 - b. When a pastoral vacancy occurs, a *Call Committee* of seven voting members shall be elected by the congregation.
 - c. The *Endowment Fund Committee* of five members will be appointed by the Church Council and approved by the membership, based on the Endowment Fund Policies and Guidelines. It will provide additional stewardship opportunities for members and friends of Christ the King and our greater community for the purpose of God's work.
 - d. The *Audit Committee* of two or more voting members will be elected by the Church Council. Audit Committee members shall not be members of the Church Council. Term of office shall be three years or until a successor is elected. Members shall be eligible for reelection.
 - e. The *Personnel Committee* shall be comprised of a present member of the Executive Board and two voting members of the congregation as appointed by the Church Council. The Personnel Committee shall report to the Executive Committee.
- B13.05.1.** Call Committee procedures: The Call Committee will administer the search process and make a recommendation to the Church Council, which will forward an approved candidate to the congregation for authorization to issue a letter of call.
- B13.05.2.** This congregation shall issue a letter of call in a form approved by the Evangelical Lutheran Church in America, which shall bear the signatures of the chair and secretary of the call committee and shall be certified by the signature of the bishop of the synod.
- B13.05.3.** The Audit Committee shall:
- a. Audit the treasurer's financial records annually. The purpose of the audit is to ensure proper entries of receipts and disbursements, and proper presentation of fiscal activity in the financial statements.
 - b. Prepare a report of audit results to be included in the annual report
- B13.05.4.** The duties of the Personnel Committee shall be determined by the Church Council.
- C13.06.** Other committees of this congregation may be formed, as the need arises, by decision of the Church Council.
- C13.07.** The Senior Pastor of this congregation or his/her designee shall be an *ex officio* member of all commissions of the congregation.

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 Church 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 Church 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 Church Council of the need to issue a written citation to the accused and the accusers that Church 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 Church Council and requests the presence of a member charged with the offense shall be sent at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Church Council may proceed with the hearing and may pass judgment in the member's absence.
- *C15.03. Members of the Church Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Church 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 Church 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 Church 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 Church Council upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.
- *C15.06. For disciplinary actions in this congregation, "due process" shall be observed as specified in 20.41.04. in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- *C15.07. No member of a congregation shall be subject to discipline for offenses that the Church Council has previously heard and decided, unless so ordered by the Synod Council after an appeal.
- *C15.10. **Adjudication**
- *C15.11. When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Church 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 Church Council at least 60 days before a regular or special Congregation Meeting called for that purpose and that the Church 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 17. AMENDMENTS

- *C17.01. Unless provision *C17.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least 10% of the voting members or by the Church Council. Proposals must be filed in writing with the Church Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Church Council shall notify the congregation's members by mail of the proposal together with the council's recommendations at least 30 days in advance of the meeting.
- *C17.02. An amendment to this constitution, proposed under *C17.01., shall:
 - a. be approved at a legally called Congregation Meeting according to this constitution by a majority vote of

those present and voting;

- b. be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting; and
- c. have the effective date included in the resolution¹ and noted in the constitution.

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

***C17.04.** This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*—as most recently amended by the Churchwide Assembly—by a simple majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Church Council has submitted by mail notice to the congregation of such an amendment or amendments, together with the council’s recommendations, at least 30 days prior to the meeting. Upon the request of 10 % of the voting members of the congregation, the Church Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

Chapter 18. CONTINUING RESOLUTIONS

***C18.01.** The congregation in a legally called meeting or the Church Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.

***C18.02.** Continuing resolutions shall be enacted or amended by a majority vote of a meeting of the congregation or a two-thirds vote of all voting members of the Church Council.

Chapter 19. INDEMNIFICATION

***C19.01.** Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Church 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.

B19.01.1. The congregation shall indemnify the following persons:

- 1. Any person who was or is a church council member acting in accordance with their responsibility thereunder; or,
- 2. A person who is or was serving at the request of the congregation as a director, officer or employee and acting in accordance with their responsibility thereunder.

B19.01.2 Such indemnification shall have the following restrictions:

- 1. As required by the Articles of Corporation or these bylaws; or,
- 2. The person was not in receipt of a financial benefit to which said person is not entitled; or,
- 3. An intentional tortuous act; or,
- 4. A violation of any unlawful distribution provision of the Minnesota Nonprofit Corporation Act; or,
- 5. An intentional violation of criminal law.

B19.01.3. The indemnification shall include the above individuals who were or are a party or are threatened to be made a party to any suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the acts noted above for which indemnification shall apply. Said indemnification includes expenses (including attorney’s fees), judgments, fines, penalty and amounts paid in settlement, actually and reasonably incurred, by such person in connection with the action, suit or proceeding. Additionally, the congregation shall advance payment of reasonable anticipated expenses as determined by a majority vote of the church council consistent with the voting procedures set forth in B12.05.1.

If the Minnesota Nonprofit Corporation Act is hereinafter amended to broader indemnification, then the indemnification obligations of the congregation shall be amended automatically and without further action. Any repeal or modification of this provision by the members of the congregation shall be prospective only and shall not adversely affect any indemnification obligation of the congregation with respect to any state of facts existing at or prior to the time of repeal or modification.

¹ Such an effective date must be stated in relation to the requirements of *C17.03. to allow time for synodical review of the amendment.