

## Trinity Constitution Pending Revisions

This document describes pending changes to the Trinity constitution and its bylaws. In accordance with \*C16.02 of the current Trinity constitution, amendments to the constitution shall (a) be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those voting members present and voting and (b) be ratified without change at the next Annual Meeting by a two-thirds vote of those voting members present and voting. After ratification by the congregation, the changes are reviewed by the synod. Changes go into effect upon notification that the synod has approved them.

Approved By Congregation: November 10, 2024

Ratified By Congregation: Vote Pending on August 24, 2025

Approved By Synod: Pending

### Key to Proposed Changes

All proposed changes to the constitution are shown using tracking (underlining and strike-thru). In addition, highlighting has been used in some locations to help distinguish the source of the changes:

- Changes shown with no highlighting – using **red** underlining and strike-thru only – are those needed to the required provisions of the constitution as a result of changes made at the ELCA churchwide assemblies in 2019 and 2022. Also in this category are minor changes to terms, capitalization, and punctuation needed for consistency in the document.
- Changes shown with **gray highlighting**, in addition to **red** tracking, are those needed to the recommended provisions of the constitution and to Trinity's bylaws as a result of the review of Trinity's constitution by the Northwest Synod in 2022.
- Changes shown with **yellow highlighting**, in addition to **red** tracking, are those that can be considered as proposed by the Congregation Council. (See "Comments on Changes", below, for more information on Council proposed changes.)
- Changes shown with **blue** tracking are those in #C5.05.01 through #C5.05.09 that have been requested by the Trinity Lutheran Church Endowment Trust, Board of Trustees, and approved by the Congregation Council.
- Changes shown with **green** tracking represent provisions that have been moved from one location to another within the document.

The following has also been added to the constitution:

- A cover page based on the latest ELCA model document.
- A table of contents listing the chapter titles.
- A pound sign symbol (#) with footnote to identify which provisions are the Trinity bylaws. The bylaws now have a number that looks like the following: #C5.05.01. (with the pound sign in front).

### Comments on Changes

All proposed changes to the constitution are in keeping with the requirements of the ELCA "Model

Constitution for Congregations”, latest edition. As allowed by the Model Constitution, the Congregation Council proposes that we deviate from the standard language in certain situations as described below. These deviations have been reviewed and approved by the Northwest Synod:

1. C10.09. The ELCA model constitution for congregations now includes a definition for the term “*ex officio*”. The definition was added because there is often confusion as to whether someone who is an *ex officio* member of a committee is a voting member or a non-voting member. The ELCA has elected to define an *ex officio* member as a voting member. This is an ELCA recommended provision, not a required provision. Trinity’s use of the term *ex officio*, while not formally defined, has generally meant a non-voting member. The Congregation Council proposes that we define *ex officio* in our constitution to mean non-voting, unless otherwise expressly indicated.
2. #C5.05.05. The 2022 synod review of Trinity’s constitution recommends that the lead pastor and Congregation Council president be considered full voting members of the Endowment Trust Board of Trustees. Trinity’s current practice has been that the lead pastor and president are non-voting members of the Board. #C5.05.05. is a Trinity bylaw which can be edited as we wish. After consultation with the Board of Trustees, and in accordance with the new definition of *ex officio* in C10.09., the Congregation Council proposes that the lead pastor and president continue to be defined as non-voting members of the Board of Trustees.
3. C12.01. The ELCA model constitution for congregations has new language stating that the Congregation Council shall consist of members of this congregation, “at least one of whom shall be a youth and at least one of whom shall be a young adult”. This is an ELCA recommended provision, not a required provision. The Congregation Council proposes that we include the phrase “if possible” with regard to youth and young adult membership in order to provide more flexibility for the Nominating Committee.
4. C12.05. The ELCA model constitution for congregations and the 2022 synod review of Trinity’s constitution recommends that the requirement for a “two-thirds majority vote” at a congregation meeting to authorize the Congregation Council to “buy, sell, or encumber real property” be changed to just a majority vote. This is an ELCA recommended provision, not a required provision. The Congregation Council proposes that the current language for a two-thirds majority vote be retained.
5. C12.07. The ELCA model constitution for congregations recommends that a review of a congregation’s membership roster be conducted annually. This is an ELCA recommended provision, not a required provision. The Congregation Council proposes that we retain our current constitution language requiring a “periodic” review of the membership roster.
6. C12.08. The ELCA model constitution for congregations and the 2022 synod review of Trinity’s constitution recommends that our current reference to “this congregation’s Personnel Policy Manual” be deleted in favor of the sentence “The Congregation Council shall be responsible for the employment and supervision of the staff of this congregation.” This is an ELCA recommended provision, not a required provision. The Congregation Council proposes that we retain our current constitution language concerning our Personnel Policy Manual.



Evangelical  
Lutheran Church  
in America

## **CONSTITUTION**

**FOR**

**TRINITY LUTHERAN CHURCH  
EAU CLAIRE, WISCONSIN**

**OF THE**

**EVANGELICAL LUTHERAN**

**CHURCH IN AMERICA<sup>®</sup>**

**2024 EDITION**

APPROVED BY CONGREGATION: NOVEMBER 10, 2024

RATIFIED BY CONGREGATION: **PENDING**

APPROVED BY SYNOD: **PENDING**

**(This document also incorporates the Bylaws for Trinity Lutheran Church)**

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~~CONSTITUTION FOR THE CONGREGATION~~  
~~OFFOR~~  
TRINITY LUTHERAN CHURCH  
EAU CLAIRE, WISCONSIN  
OF THE  
EVANGELICAL LUTHERAN  
CHURCH IN AMERICA®

*“Serving in Christ’s Love and Sharing the Good News”*

**\*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 Trinity Lutheran Church of Eau Claire, Wisconsin.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Trinity Lutheran Church of Eau Claire, Wisconsin, is hereinafter designated as “this congregation.”
- C1.11.** This congregation shall be incorporated under the laws of the State of Wisconsin.

**Chapter 2.**  
**CONFESSION OF FAITH**

- \*C2.01.** This congregation confesses the Triune God, Father, Son and Holy Spirit.
- \*C2.02.** This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
- a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
  - b. The proclamation of God’s message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
  - c. The canonical Scriptures of the Old and New Testaments are the written word of God. Inspired by God’s Spirit speaking through their authors, they record and announce God’s revelation centering in Jesus Christ. Through them God’s Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- \*C2.03.** This congregation accepts the canonical Scriptures of the Old and New Testaments as the

inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.

- \*C2.04.** This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- \*C2.05.** This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.
- \*C2.06.** This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- \*C2.07.** This congregation confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

### **Chapter 3.**

#### **NATURE OF THE CHURCH**

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

## Chapter 4.

### STATEMENT OF PURPOSE

- \*C4.01.** The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- \*C4.02.** To participate in God's mission, this congregation as a part of the Church shall:
- Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
  - 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.
  - 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.
  - Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity, ~~and~~ justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, embracing and welcoming racially and ethnically diverse populations, standing in solidarity with the poor and powerlessoppressed, and committing itself to their needs.
  - Nurture its members in the Word of God so as to grow in faith, 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.
  - 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.
- #C4.02.01.**
- This congregation invites all of its members, who have been prepared to receive the Sacrament, to participate regularly in Holy Communion. Participation in Holy Communion shall be open to other Christians who accept the Real Presence of Jesus Christ in this sacrament.
  - Holy Communion requires repentance, faith in Jesus Christ as Savior, and an earnest desire to amend one's sinful life, as well as acceptance of the scriptural teaching of the Real Presence of Christ with his body and blood in the Sacrament. Printed or verbal announcements shall be used to make prospective participants aware of these requirements.
- \*C4.03.** To fulfill these purposes, this congregation shall:
- Provide services of worship at which the Word of God is preached and the sacraments are administered.
  - Provide pastoral care and assist all members to participate in this ministry.
  - Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
  - Teach the Word of God.
  - Witness to the reconciling Word of God in Christ, reaching out to all people.
  - Respond to human need, work for justice and peace, care for the sick and suffering, and participate responsibly in society.

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

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

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

**\*C4.06.** References herein to the nature of the relationship between the three expressions of this church — congregations, synods, and the churchwide organization — as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God's mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

## Chapter 5.

### POWERS OF THE CONGREGATION

**\*C5.01.** The powers of this congregation are those necessary to fulfill its purpose.

**\*C5.02.** The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.

**\*C5.03.** Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by ~~the~~this congregation. ~~The~~This congregation is authorized to:

- a. call a pastor as provided in Chapter 9;
- b. terminate the call of a pastor as provided in Chapter 9;
- c. call a minister of Word and Service;
- d. terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America;
- e. adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
- f. approve the annual budget;
- g. acquire real and personal property by gift, devise, purchase, or other lawful means;
- h. hold title to and use its property for any and all activities consistent with its purpose;
- i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- j. elect its Congregation Council and require them to carry out their duties in accordance with the constitution, bylaws and continuing resolutions; and
- k. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.



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

C5.05. This congregation shall have an ~~E~~ndowment ~~T~~rust ~~F~~und that will operate as specified in this congregation's bylaws. The purpose of the ~~E~~ndowment ~~T~~rust ~~F~~und is to provide for mission work beyond the operational budget of this congregation.

#### Trinity Lutheran Church Endowment Trust

#C5.05.01. Trinity Lutheran Church has a living endowment of faithful members with rich gifts and varied talents. As they have been dedicated to God under Biblical admonition, "as each has received a gift, employ it for another, as good stewards of God's varied grace: ... whoever renders service, as one who renders it by the strength which God supplies; in order that in everything God may be glorified" (1 Peter 4:10-11), they have been used effectively in establishing the church and developing it with an ongoing program for serving the community. In this we rejoice. In this we have been blessed and have given blessing. But, at the same time, God has enlarged our vision to greater possibilities beyond our normal abilities and programs.

THEREFORE, there shall be a division of this corporation designated as the "Trinity Lutheran Church Endowment Trust."

Certain terms used in this part of the bylaws are defined as follows:

Trust: Trinity Lutheran Church Endowment Trust

Trustor: Trinity Lutheran Church

Trustor's Council: The elected Congregation Council of Trinity Lutheran Church

Board of Trustees: ~~Persons-Members~~ elected or appointed to serve a term of office to manage the Trust

Corporate Trustee: A corporation engaged in managing and holding assets in trust for others

Corporate Nominee: A brokerage firm holding securities in its name for record purposes but which are beneficially owned by its clients

#### #C5.05.02. **Grant in Trust**

- a. For and in consideration of the benefits to be received by the Trustor by the creation of the Trust herein defined, the Trustor's Council is hereby given authority to deliver, assign, transfer, and set over to the Board of Trustees and their successors, in the perpetual trust, for the uses and purposes hereinafter prescribed, the funds, assets, and property which are now held by the Trustor and which may be designated for inclusion in the Trust.
- b. The Board of Trustees by accepting appointment or election hereby accepts the property described in ~~BL10.02.a-~~#C5.05.02.a. for the purpose of this Trust. The Board further agrees to accept and hold such cash, securities, and property as may from time

to time hereafter be contributed, transferred, and assigned to the Board of Trustees for the purpose of the Trust by any person, firm, or corporation, together with any substitutions therefor and “investments” or reinvestments thereof and the income and proceeds thereof. The purposes and trusts are subject to the agreements and conditions herein set forth. However, the Board of Trustees hereinafter provided for may reject contributions which are made upon terms and conditions which they consider to be inconsistent with the purposes of this Trust or which consist of property which in the opinion of the Board of Trustees is unsuitable for the purposes hereof.

- c. The Board of Trustees shall take title to and possession of said assets and shall care for, conserve, administer, invest, and reinvest such assets and the proceeds thereof if sold, and shall account for and pay to the Trustor all the income of said Trust **Fund** or add to such Trust **Fund** by reinvesting some or all of such income as hereinafter provided.
- d. The principal of all of the funds, assets, and property described in ~~BL10.02.a.~~ **#C05.05.02.a.**, plus all future contributions to the Trust and the proceeds thereof if sold or exchanged, shall constitute the principal or corpus of the Trust hereby created and defined. All accrued interest, dividends, unrealized and realized gain, or other income thereof, whether or not due or matured at the date of these presents or accruing thereafter, shall, when, as and if collected be credited, accounted for, and applied as income.

#### **#C5.05.03. Purposes of the Trinity Lutheran Church Endowment Trust**

- a. The purpose of the Trust shall be to proclaim and propagate the Christian faith through ~~Trinity Lutheran Church of Eau Claire, Wisconsin this congregation~~, and shall include the distribution and application of its income for such purposes, and the investment of its principal or corpus for the purposes of devoting the income therefrom to the extent herein authorized, and principal thereof to the purposes aforesaid.
- b. Conditional gifts or bequests to the Trinity Lutheran Church Endowment Trust **Fund**, the proceeds of which may not, because of such conditions, be administered under the provisions of this Trust, may be considered to be outright bequests to ~~the Trinity Lutheran Church of Eau Claire this congregation~~.
- c. No part of the contributions to or net income of the Trust shall inure to the benefit of any member of the Board of Trustees or the Corporate Trustee hereinafter provided for or of any substantial contributor to the Trust. No part of the activities of the Trust shall consist in carrying on propaganda or otherwise attempting to influence legislation.

#### **#C5.05.04. Use of Income**

- a. Unrestricted  
~~In February~~ Annually, subsequent to Trustor's fiscal year-end, the Board of Trustees shall report to the Trustor's Council the amount standing to the credit of unrestricted income accounts. The Trustor's Council may, within thirty ~~(30)~~ days after receiving such report, advise the Board of Trustees, by instrument in writing, as to what disposition it desires to have made of such unrestricted accumulated income. The Board of Trustees may distribute all, or a portion of the available, annual unrestricted income and may return any unused income to principal.
- b. Restricted  
Use of restricted income is determined by statement of purpose of each restricted fund.
- c. It is the intention of the Trustor that the income of the Trust be applied in the following manner:

- 1) To proclaim and propagate the Christian faith through ~~Trinity Lutheran Church of Eau Claire, Wisconsin this congregation.~~
- 2) To be applied to projects that may be of special concern to ~~Trinity Lutheran Church of Eau Claire, Wisconsin this congregation.~~
- 3) To provide for capital improvements to the property of ~~Trinity Lutheran Church of Eau Claire, Wisconsin this congregation.~~
- 4) To repay loans made by ~~Trinity Lutheran Church of Eau Claire, Wisconsin this congregation.~~

#### **# C5.05.05. Board of Trustees**

- a. ~~There shall be a Board of Trustees consisting of nine (9) members of Trinity Lutheran Church. Ex-officio members shall be comprised of the Congregation Council President and the Lead Pastor. The voting membership of the Board of Trustees shall consist of lead pastor, the president of the Congregation Council, and nine members of this congregation. The Congregation Council Ppresident and the Llead Ppastor shall participate in meetings of the Board of Trustees as non-voting members. All mMembers of the Board of Trustees shall be in sympathy with the purposes of the Trinity Lutheran Church Endowment Trust for the purpose of directing the operations of the Trust to the extent herein provided.~~
- b. ~~The members of the Board of Trustees of the Trinity Lutheran Church Endowment Trust shall be elected by this congregation. Board members shall serve for three (3) year terms. No member of the Board of Trustees may serve more than two consecutive terms. Each member of the Board of Trustees shall hold office until a successor is appointed and qualified. The members of the Board of Trustees of the Trinity Lutheran Church Endowment Trust shall be elected by written ballot to serve for three 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.~~
- c. Any member of the Board of Trustees may resign by notice in writing delivered to the Ppresident or Ssecretary of the Congregation Council of ~~Trinity Lutheran Church of Eau Claire this congregation.~~ Any vacancy occurring during a term of office shall be filled by appointment by ~~Should a member's place on the Board of Trustees be declared vacant,~~ the Trustor's Council shall appoint, by majority vote, a successor until the next eCongregational mMeeting when the officers offices are elected. A person(s)-member so elected shall fill the balance of the unexpired term. The Board of Trustees shall notify the Corporate Trustee, if any, in writing of all appointments and changes in the Board of Trustees, and unless and until so notified, any Corporate Trustee employed by the Board of Trustees as hereinafter provided shall be justified in following the instructions of the Board of Trustees named in the notice then on file with it.
- ed. The decision of a majority of the entire Board of Trustees as to any matter to be decided by it shall be binding and conclusive except in cases where a different percentage is herein specifically provided. The Board of Trustees may establish officers and such rules and procedures as it may deem proper in the administration of its duties. The members of the Board of Trustees shall serve without compensation from the Trust for their services. No member of the Board of Trustees shall be liable to anyone by reason of the exercise of his-such-a member's discretion hereunder or for any act or omission to act, except for his-such-a member's own bad faith.

**de.** The Board of Trustees shall have the following powers:

- 1) To employ a corporate trustee qualified to serve as a Trust Company in the State of Wisconsin and to delegate to such corporate trustee the management and accounting for the Trust's assets and income.
- 2) To direct the Corporate Trustee in all sales and changes of investment of assets of the Trust, provided, however, that in the absence of such direction the Corporate Trustee shall have discretionary power in the matter of sales and changes of investment of assets of the Trust.
- 3) In the event of the resignation of the Corporate Trustee, to select a successor Corporate Trustee, or to discharge the Corporate Trustee and select a successor Corporate Trustee.
- 4) With the approval of eighty ~~(80)~~ percent of the Trustor's Council and by a vote of eighty ~~(80)~~ percent of the Board of Trustees, the Board of Trustees may authorize the expenditure of ~~€~~Trust corpus.

**ef.** A quorum for the transaction of business shall consist of a majority of the elected members of the Board of Trustees.

#### **#C5.05.06. Corporate Trustee**

- a. In the event that the Board of Trustees employs a Corporate Trustee as herein provided, the Corporate Trustee shall keep accounts and shall render statements of such accounts to the Board of Trustees annually and at such other periods as the Board of Trustees may request and promptly upon resignation. Accounts may be adjusted without the aid of a court.
- b. The Corporate Trustee shall be paid such reasonable compensation as shall be fixed by agreement from time to time between the Board of Trustees and the Corporate Trustee; such compensation, together with the actual, necessary, and reasonable expenses incurred in administering the Trust, shall be payable out of the funds of the Trust.
- c. The Corporate Trustee shall be under no duty or responsibility to inquire into the acts or omissions of the Board of Trustees nor shall the Corporate Trustee have any liability therefor. Should it be necessary to perform some act hereunder and there is neither direction in this Agreement nor direction of the Board of Trustees on file with the Corporate Trustee and no such direction can be obtained after reasonable effort, the Corporate Trustee shall have full power and discretion to act and, in so acting, or in following any direction of the Board of Trustees, the Corporate Trustee shall be fully protected and shall be absolved of all liability except for bad faith or gross negligence.
- d. A Corporate Trustee may resign and divest itself of the trust hereby created by giving in writing notice to the Board of Trustees. In event of the resignation of the Corporate Trustee, the vacancy may be filled by appointment of a successor corporate trustee approved by the Trustor's Council by written direction by the Board of Trustees, and such appointment shall have the effect of vesting such successor with all authority of the previous corporate trustee.
- e. All powers and duties vested in any corporate trustee hereunder may be exercised by its Board of Directors or by its Executive Committee or by any of its **principle-principal** officers or trust officers.

#### **#C5.05.07. Management of Trust Assets**

- a. All of the assets of the Trust shall be held and administered to effectuate its purpose as stated in **BL10.03-#C5.05.03.** hereof. The Trust at all times shall be operated and

administered, and the assets and income used, in such a manner that the Trust will be tax exempt, operating as a division of ~~Trinity Lutheran Church~~ this congregation, and for tax purposes will meet the requirements for exemption and for deductibility of contributions provided in the Internal Revenue Code and the Wisconsin Statutes.

- b. The Board of Trustees shall have the right to make sales and changes of investment of assets of the Trust and to vote any corporate stocks held by such Trust and in the event that the Board of Trustees has employed a Corporate Trustee, shall direct such Corporate Trustee in all sales and changes of investment of assets of the Trust and in respect to voting of any corporate stock held by the Trust, or delegate to such corporate trustee discretionary power with respect thereto.
- c. The Board of Trustees shall be vested with title to all of the assets of the Trust and shall have full power and authority to do all acts necessary to carry out the provisions hereof and to employ such agents, counsel, or attorneys as it may deem advisable, subject, however, to the foregoing provisions and limitations and to those of ~~BL10.04~~ #C5.05.04. No enumeration of specific powers made in ~~BL10.06~~ #C5.05.06 shall be construed as a limitation upon the foregoing general powers and the powers of any of them herein conferred upon the Board of Trustees shall not be exhausted by any use thereof but each shall be continuing. Subject to the foregoing limitations and provisions and to those of ~~BL10.04~~ #C5.05.04, the Board of Trustees is authorized and empowered:
  - 1) To retain any and all stocks, bonds, notes, securities, and/or other property constituting this Trust, or additions thereto, or substitutes therefor, without liability for any decrease in the value thereof;§
  - 2) To sell, at public or private sale, exchange for like or unlike property, convey, lease for longer terms or shorter than this Trust, and otherwise dispose of, any and all property, real or personal, held in Trust for such price and upon such terms and credit as the Board of Trustees may deem proper;§
  - 3) To invest any money held hereunder and available for investment in any and all kinds of securities and/or property, and whether or not of the kind authorized by common law or by the laws of any state or country to which said Board of Trustees would in the absence of this provision be subject, and to form or join in forming any corporation and subscribe for or acquire stock in any corporation in exchange for money or other property;§
  - 4) To hold cash uninvested;§
  - 5) To vote, directly or by proxy, at any election or stockholders' meeting any shares of stock held hereunder;§
  - 6) To exercise, dispose of, or reject any purchase rights arising from or issued in connection with any stock, securities or other property held hereunder;§
  - 7) To bid for and become the purchaser of any real or personal property sold at any foreclosure or other sale in which the Board of Trustees may have a mortgage or other interest hereunder, and to hold and/or resell the same without liability for any loss resulting therefrom;§
  - 8) To repair, alter, or demolish any existing building or structure and/or erect new buildings and structures upon real estate, if any, held hereunder;§
  - 9) To effect fire, rent, titles, liability, casualty, or other insurance of a nature and in a form and amount as may be desirable upon any property held hereunder;§
  - 10) To participate in any plan or proceeding for protecting or enforcing any right, obligation, or interest arising from any property held hereunder, or for re-

organizing, consolidating, merging, or adjusting the finances of any corporation issuing the same; to accept in lieu thereof any new property; to pay any assessment or expense incident thereto; to join in any voting trust agreement; and to do any other act or thing that the Board of Trustees may deem necessary or advisable in connection therewith.

- 11) To pay, abandon, contest, compromise, or submit to arbitration any claim in favor of or against the Trust or against itself as Board of Trustees.
  - 12) To make any directed division or distribution of the Trust herein provided for in cash or kind, or to be so divided or distributed, which valuation and apportionment shall be final and conclusive upon all persons interested therein.
  - 13) To be officers or directors of or in their own right individually to own stock or be interested in, any corporation or business in which the Trust shall own stock or be interested.
  - 14) To hold stocks and other assets and open bank accounts in the name of the Trust or its corporate nominee without mention of the Trust.
  - 15) To borrow funds with the consent of the Trustor.
- d. All funds will have a principal and income division. Annually, following the end of the Trustor's fiscal year, in February following the end of the calendar year, the Trustees will advise the Trustor's Council of the distribution of income to the principal and income divisions based on the total return of the pooled assets of the Trust. Each fund within the Trust will receive a proportionate share of income based on the principal balance of each fund. In an initial year, a fund will receive its proportionate share based on the number of months in existence.
- e. The acts of the Board of Trustees hereunder shall be final and conclusive on all third persons, and no third persons shall be required to take cognizance of the provisions of this instrument or to question the authority of the Board of Trustees so to act, but may conclusively assume that the Board of Trustees, or any successor Board of Trustees, has full power and authority so to act.
- f. The Board of Trustees may delegate to a Corporate Trustee employed by it any or all of the foregoing powers.
- g. The discretionary powers of the Board of Trustees herein set forth and of any Corporate Trustee to whom such powers have been delegated are subject to the right of the Board of Trustees and the Congregation Council of Trinity Lutheran Church this congregation to direct the investment of Trust corpus under the provisions set forth in C5.05.05.d.4. #C5.05.05.e.4).

#### **#C5.05.08. Direction by the Evangelical Lutheran Church in America**

- a. If the office of Corporate Trustee and the offices of all members of the Board of Trustees shall become vacant for any reason and shall not be filled in the manner herein before provided, the Trust and its assets nevertheless shall continue to be held and administered as a charitable trust for the purposes herein set forth by and under the direction of a trustee or trustees appointed by the Evangelical Lutheran Church in America or its successor, it being intended that all assets of the Trust shall ultimately be devoted to the charitable purposes herein set forth and shall never revert to any contributor thereof. The Trust shall exist as long as Trinity Lutheran Church of Eau Claire this congregation shall exist.
- b. In the event that the Trinity Lutheran Church of Eau Claire this congregation goes out of existence and the Evangelical Lutheran Church in America or its successor



~~determines that the purpose of this Trust has failed, then,~~ the Evangelical Lutheran Church in America or its successor is hereby granted authority to direct liquidation and distribution of the residual assets of the Trust as the Evangelical Lutheran Church determines; provided, however, that if the Evangelical Lutheran Church in America determines that there is a reasonable possibility that ~~Trinity Lutheran Church of Eau Claire~~ this congregation may be organized, or re-organized, in Eau Claire, then the Evangelical Lutheran Church in America shall direct the distribution of income only and shall hold the corpus of the Trust intact pending such organization or until it determines no such possibility exists.

#### **#C5.05.09. Amendment**

This trust agreement (#C5.05.01 through #C5.05.09) may be amended under the provisions of the Constitution of ~~Trinity Lutheran Church~~ this congregation after approval thereof by two-thirds vote of the entire membership of its Trustor's Council and eighty ~~(80%)~~ percent of the members of the Board of Trustees, provided, however, that no amendment shall be made to alter substantially or be inconsistent with the purposes of the Trust as stated, nor shall any amendment make it possible to use or divert any part of the funds or the Trust by the purposes at variance with those stated herein.

### **Chapter 6. CHURCH AFFILIATION**

- \*C6.01.** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Northwest Synod of Wisconsin of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- \*C6.02.** This congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- \*C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
  - a. This congregation agrees to be responsible for its life as a Christian community.
  - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
  - c. This congregation agrees to call pastoral leadership from the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastoral services with a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
  - d. This congregation agrees to consider ministers of Word and Service for call to other staff positions in ~~the~~ this congregation according to the procedures of the Evangelical Lutheran Church in America.

- e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

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

- a. This congregation takes action to dissolve.
- b. This congregation ceases to exist.
- c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America or in accordance with provision 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America.
- d. The Northwest Synod of Wisconsin takes charge and control of the property of this congregation to hold, manage, and convey the same on behalf of the synod pursuant to †S13.24. of the synod constitution. This congregation shall have the right to appeal the decision to the next Synod Assembly
- ~~de.~~ This congregation follows the procedures outlined in \*C6.05.

**\*C6.05.** This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:

- a. A resolution indicating the intent to terminate its relationship must be adopted at ~~a two~~ legally called and conducted special meetings of ~~the this~~ congregation by a two-thirds vote of the voting members present at each meeting. ~~Such The first such~~ meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time ~~the this~~ congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the Congregation Council. Unless ~~he or she is a the bishop and/or the bishop's designees are~~ voting members of ~~the this~~ congregation, ~~the bishop and the bishop's designees, if any, they~~ shall have voice but not vote at the first meeting.
- b. ~~The Within 10 days after the resolution has been voted upon at the first meeting, the~~ secretary of ~~the this~~ congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall ~~mail a copy send copies~~ of the resolution and certification to voting members of ~~the this~~ congregation. ~~This notice shall be submitted within 10 days after the resolution has been adopted.~~
- c. ~~The If the resolution was adopted by a two-thirds vote of the voting members present at the first meeting, the~~ bishop of the synod and ~~the this~~ congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the ~~synod of the notice bishop of the attestation and certification~~ as specified in paragraph b. above.
- d. If ~~the this~~ congregation, after such consultation, ~~still seeks to terminate its relationship is still considering termination of its relationship with this church,~~ such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the second meeting shall be ~~mailed sent~~ to all voting members and to the bishop at least 10 days in advance of the meeting. Unless ~~he or she is a the bishop and/or the bishop's designees are~~ voting members of ~~the this~~ congregation, ~~the bishop and the bishop's designees, if any, they~~ shall have voice but not vote at the second meeting.



- e. ~~A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraphs g., h., and i. below. Within 10 days after the resolution has been voted upon, the secretary of this congregation shall submit a copy of the resolution to the bishop, attesting that the second special meeting was legally called and conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to the voting members of the congregation. If the resolution was adopted by a two-thirds vote of the voting members present at the second meeting, the relationship between the congregation and this church shall be terminated subject to Synod Council approval as required by paragraphs f. and g. below.~~
- f. Unless this notification to the bishop also certifies that ~~the this~~ congregation has voted ~~by a two-thirds vote~~ to affiliate with another Lutheran denomination, ~~the this~~ congregation ~~will be conclusively presumed to be shall be deemed~~ an independent or non-Lutheran church, in which case \*C7.04 shall apply.
- ~~f. Notice of termination shall be forwarded by the bishop to the secretary of the ELCA who shall report the termination to the Churchwide Assembly.~~
- g. This congregation shall abide by these covenants by and among the three expressions of this church:
  - 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in \*C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
  - 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to receive synod~~ical~~ approval before terminating their membership in this church.
  - 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.
- h. If this congregation fails to achieve the required two-thirds vote of voting members present at ~~the this~~ congregation's first meeting as specified in paragraph a. above, ~~another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If this congregation or~~ fails to achieve the required two-thirds vote of voting members present at ~~the this~~ congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of \*C6.05. and may begin no sooner than six months after ~~that second the~~ meeting at which the two-thirds vote was not achieved.

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

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

## Chapter 7. PROPERTY OWNERSHIP

- \*C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Northwest Synod of Wisconsin of the Evangelical Lutheran Church in America.
- \*C7.02. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline or pursuant to 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America, title to property shall continue to reside in this congregation.
- \*C7.03. If ~~two-thirds of~~ the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in \*C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Northwest Synod of Wisconsin.
- \*C7.04. If ~~two-thirds of~~ the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in \*C6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the ~~established synodical~~ process established by the synod, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America. In neither case does title to this congregation's property transfer to the synod.
- \*C7.05. Notwithstanding the provisions of \*C7.02. and \*C7.03. above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision 9.71.a. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this congregation accepts such restrictions and:
- Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.
  - Shall—upon written demand by the Synod Council, pursuant to †S13.23. of the constitution of the Northwest Synod of Wisconsin—reconvey and transfer all right, title, and interest in the property to the synod.

~~C7.06.01. Subject to the provisions of \*C7.02, \*C7.03 and \*C7.04, All records pertaining to this congregation shall be the property of this congregation and be maintained in its custody.~~

~~C7.06.02. Among records to be maintained are the following:~~

- ~~The parish records recording all pastoral acts.~~
- ~~Current membership lists and mailing addresses.~~
- ~~All official minutes of Congregation Council meetings and congregational meetings.~~
- ~~All annual statistical reports as required by the Synod office.~~

- e. ~~The financial records and audit reports of congregational finances.~~
- f. ~~All official documents of the Evangelical Lutheran Church in America which affect the life and function of this congregation.~~

## 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~~this congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws. They shall not have voted as a seasonal member of another congregation of this church in the previous two calendar months.
  - d. **Associate** members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These individuals have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
  - e. **Seasonal** members are voting members of other ~~ELCA~~-congregations of this church who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
    - 1) they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;
    - 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
    - 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with ~~the ELCA~~ this church;

- 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
- 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
- 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.

#### **#C8.02.01.**

- a. Any person baptized at this congregation may be made received as a baptized member of this congregation.
- b. A baptized Christian new to the Lutheran Church may be received as a member of this congregation by Affirmation of Faith following instruction.
- ~~c. Voting membership privileges shall be determined in accordance with the active membership roster, this congregation's constitution and by laws, and any applicable laws of the State of Wisconsin~~

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

**#C8.03.01.** Any person already a member of another Lutheran congregation may be received as a member of this congregation upon receipt of a Letter of Transfer certificate of transfer.

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

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

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action in accordance with ~~ELCA constitutional provision 20.40-41. and the accompanying bylaws~~ Chapter 20 of the constitution and bylaws of the Evangelical Lutheran Church in America; or
- e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.

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

#### **#C8.05.01.**

- a. A member of this congregation desiring membership in another congregation shall, upon request, receive Letter of Transfer certificate of transfer to that congregation.
- b. A member who ~~does not, has not communed and who has not made a contribution of record~~ for a period of one year, appear to actively support and participate in the life and mission of this congregation shall be encouraged to resume active membership. If,

during the following year, active membership is not resumed, ~~the inactive such a~~ member may be removed from membership in this congregation. A baptized child, neither of whose parents is a member, may be removed from membership in this congregation if it is determined that such a child is no longer actively participating in any of this congregation's programs.

## Chapter 9. ROSTERED MINISTER

- \*C9.01.** Authority to call a pastor shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by 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 roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for ~~the this~~ congregation by the synod~~ical~~ bishop may be called as a pastor of this congregation.
- \*C9.03.** Consistent with the faith and practice of the Evangelical Lutheran Church in America,
- a. Every minister of Word and Sacrament shall:
    - 1) preach the Word;
    - 2) administer the sacraments;
    - 3) conduct public worship;
    - 4) provide pastoral care;
    - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
    - 6) impart knowledge of this church and its wider ministry though ~~distribution of its communications and publications~~ available channels of effective communication;
    - 7) witness to the Kingdom of God in the community, in the nation and abroad; and
    - 8) speak publicly to the world in solidarity with the poor and oppressed, ~~calling for justice and proclaiming God's love for the world~~ advocating dignity, justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, and embracing and welcoming racially and ethnically diverse populations.
  - b. Each pastor with a congregational call shall, within the congregation,
    - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
    - 2) relate to all schools and organizations of this congregation;
    - 3) install regularly elected members of the Congregation Council; ~~and~~
    - 4) with the council, administer discipline; ~~and~~
    - 5) endeavor to increase the support given by the congregation to the work of the ~~ELCA~~ churchwide organization and of the Northwest Synod of Wisconsin ~~of the ELCA~~; ~~and~~
    - 6) encourage adherence to covenantal relationship with this church as expressed in the Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.
- \*C9.04.** The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastors shall be included in a letter of call, which shall be attested by the bishop of the

synod.

**\*C9.05.** The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:

- a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the pastor's death or, following consultation with the synod~~ical~~ bishop, for any of the following reasons:
  - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
  - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
  - 3) inability to conduct the pastoral office effectively in ~~the-this~~ congregation in view of local conditions;
  - 4) inability to conduct the pastoral office effectively in view of physical disability, or ~~mental~~ incapacity of the pastor;
  - 5) suspension of the pastor through discipline for more than three; months;
  - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
  - 7) termination of the relationship between this church and ~~the-this~~ congregation;
  - 8) dissolution of ~~the-this~~ congregation or the termination of a parish arrangement; or
  - 9) suspension of ~~the-this~~ congregation through discipline for more than six months.
- b. When allegations of ~~physical~~ disability or ~~mental~~ incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
  - 1) the bishop, who has sole discretion, may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
  - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
- c. In case of alleged ~~physical~~ disability or ~~mental~~ incapacity, under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament ~~as disabled with disability status~~. Upon ~~removal-resumption~~ of the ~~disability and the restoration of the pastor to health, ability to conduct the office effectively~~ the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of ~~the-this~~ congregation, under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to ~~the-this~~ congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by ~~the-this~~ congregation and by the pastor, if appropriate. If the pastor and the congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning



the pastor's call, ~~the-this~~ congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.

- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws and continuing resolutions.

**\*C9.06.** At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.

**\*C9.07.** During the period of service, an interim pastor shall have the rights and duties in ~~the-this~~ congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any rostered minister providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.

**\*C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting ~~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-this~~ congregation may depart from \*C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of ~~the-this~~ congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of \*C9.05.a.

**\*C9.12.** The pastor of this congregation:

- a. shall keep accurate ~~parochial~~ records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from ~~the-this~~ congregation;
- b. shall submit a summary of such statistics annually to the synod; and
- c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.

**\*C9.13.** The pastor(s) shall submit a report of ~~his or her~~ ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

\*C9.14. The ~~parochial~~ records of this congregation shall be maintained by the pastor and shall remain the property of 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~~ the secretary's 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 call or approval of a request for change in roster status.

~~C7.06.02.~~ <sup>#</sup>C9.14.01. ~~Among r~~Records of this congregation to be maintained are ~~include~~ the following:

- a. ~~The parish~~ Congregation records recording all pastoral acts.
- b. Current membership lists and mailing addresses.
- c. ~~All o~~Official minutes of Congregation Council meetings and ~~e~~Congregational ~~m~~Meetings.
- d. ~~All a~~Annual statistical reports as required by the ~~S~~synod office.
- e. ~~The f~~Financial records and audit reports of congregational finances.
- f. ~~All o~~Official documents of the Evangelical Lutheran Church in America which affect the life and ~~function~~ ministry of this congregation.

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

\*C9.21. Authority to call a ~~minister of Word and Service~~ deacon shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.

\*C9.22. Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synod~~ical~~ bishop may be called as a deacon of this congregation.

\*C9.23. Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:

- a. Be rooted in the Word of God, for proclamation and service;
- b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
- c. Speak publicly to the world in solidarity with the poor and oppressed, ~~calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad~~ advocating dignity, justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, and embracing and welcoming racially and ethnically diverse populations;
- d. Equip the baptized for ministry in God's world that affirms the gifts of all people;



- e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
- f. Practice stewardship that respects God's gift of time, talents, and resources;
- g. Be grounded in a gathered community for ongoing diaconal formation;
- h. Share knowledge of ~~the ELCA~~ this church and its wider ministry of the gospel, and advocate for the work of all expressions of this church; and
- i. Identify and encourage qualified persons to prepare for ministry of the gospel.

**\*C9.24.** The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.

**\*C9.25.** The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:

- a. The call of a congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the deacon's death or, following consultation with the synod ~~lead~~ bishop, for any of the following reasons:
  - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
  - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
  - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
  - 4) inability to conduct the office effectively in view of ~~physical~~-disability or ~~mental~~ incapacity of the deacon;
  - 5) suspension of the deacon through discipline for more than three months;
  - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
  - 7) termination of the relationship between this church and this congregation;
  - 8) dissolution of this congregation or the termination of a parish arrangement; or
  - 9) suspension of this congregation through discipline for more than six months.
- b. When allegations of ~~physical~~-disability or ~~mental~~-incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
  - 1) the bishop, in his or her who has sole discretion, may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
  - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
- c. In case of alleged ~~physical~~-disability or ~~mental~~-incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service ~~as disabled with disability status~~. Upon removal-resumption of the ~~disability and the restoration of the deacon to health~~ ability to conduct the office effectively, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.

- d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds 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 majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

**\*C9.26.** This congregation shall make satisfactory settlement of all financial obligations to a former deacon before calling a successor. A deacon shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting. The deacon shall make satisfactory settlement of all financial obligations to a former congregation before:  
~~a. installation in another field of labor, or~~  
~~b. the issuance of a certificate of dismissal or transfer.~~

**\*C9.27.** When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

**\*C9.28.** With the approval of the bishop of the synod, this congregation may depart from \*C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of \*C9.25.a.

**\*C9.29.** The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations.

**\*C9.31.** The deacon(s) shall submit a report of ~~his or her~~ ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

## Chapter 10.

### CONGREGATIONAL MEETING

**C10.01.** ~~The annual meeting of this congregation shall be held at a time specified in the bylaws. This congregation shall have at least one regular meeting per year. The regular meeting(s) of the congregation shall be held at the time(s) specified in the bylaws. Consistent with the laws of the State of Wisconsin, the bylaws shall designate one regular meeting per year as the annual meeting of this congregation.~~

**#C10.01.01.** The Annual Meeting of this congregation shall be held during the month of July or August.

**C10.01.02.** ~~The Annual Meeting shall receive reports from all committees and organizations of this congregation, including a financial statement if appropriate.~~

**#C10.01.0302.** ~~The business transacted at the Annual Meeting shall include~~ The annual meeting shall transact the following business:

- a. ~~The election of~~ voting members to the Congregation Council.
- b. ~~The election of~~ voting members to ~~serve on~~ the Nominating Committee.
- c. ~~The election of~~ voting members to the Trinity Lutheran Church Endowment Trust Fund Board of Trustees.
- d. ~~The election of a~~ voting member(s) to the Personnel Committee.
- e. ~~The presentation of~~ written and/or oral reports concerning the financial status and affairs of this congregation by the ~~P~~pastors, designated ~~M~~ministry ~~S~~staff, the ~~T~~reasurer, and other ~~C~~committees, ~~T~~ask ~~F~~forces, ~~M~~ministry ~~T~~teams, or ~~O~~rganizations as requested.
- f. ~~The presentation and adoption of~~ an Annual Budget.
- g. ~~The transaction of~~ such other business as may be brought before this congregation.

**C10.02.** A special Congregation Meeting may be called by the lead pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of ~~the this~~ congregation upon the written request of ~~40~~ forty of the voting members. The president of the Congregation Council shall call a special meeting upon request of the synod~~ical~~ bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.

**C10.03.** Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by regular or electronic means, as permitted by state law, to all voting members at least ten ~~(10)~~ days in advance of the date of the meeting.

**C10.04.** Forty of the 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 this~~ 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.** This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication or its equivalent. To the extent permitted by state law, notice of all meetings may be provided electronically.

**C10.09.** "Ex officio" as used herein means membership with full rights of voice and but not vote at meetings unless otherwise expressly limited indicated.

## Chapter 11. OFFICERS

**C11.01.** The officers of this congregation shall be a Ppresident, Vvice-Ppresident, Ssecretary, and Ttreasurer.

- a. The-dDuties of the officers shall be specified in the bylaws.
- b. All-of-tThe officers shall be voting members of this congregation.
- c. The officers of this congregation shall serve similar offices of the Congregation Council and 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. The treasurer may be selected from the elected membership of the Congregation Council or from the voting membership of the-the-this congregation. If the treasurer is not selected from the elected membership of the Congregation Council, the treasurer shall have voice but not vote at the meetings of the Congregation Council.

**#C11.01.01.** The Ppresident of this congregation shall:

- a. Preside at all meetings of this congregation and the Congregation Council.
- b. Communicate regularly with the Llead Ppastor.
- c. Receive reports from all Ccommittees, Ttask Fforces, Mministry Tteams, and other committees appointed by the Congregation Council.
- d. Ensure that the Congregation Council fulfills all of its duties and responsibilities under the Cconstitution, and Bby Llaws, and continuing resolutions.

**#C11.01.02.** The Vvice Ppresident of this congregation shall preside at all meetings of this congregation and the Congregation Council in the absence of the Ppresident.

**#C11.01.03.** The Ssecretary of this congregation shall prepare and keep accurate minutes of all meetings of this congregation and the Congregation Council which shall be preserved permanently in this congregation's Aarchives.

**#C11.01.04.** The Ttreasurer of this congregation shall:

- a. Oversee preparation and maintenance of the financial records of this congregation, showing the management and disbursement of all income and receipts of this congregation.
- b. Subject to the direction and supervision of the Congregation Council, arrange for and

oversee:

- 1) ~~the~~ purchase and acquisition of insurance for this congregation;
  - 2) ~~the~~ investment and depositing of this congregation's income, receipts, and other funds in appropriate financial institutions for the benefit of this congregation; and
  - 3) ~~the~~ disbursement of this congregation's income, receipts, and other funds in accordance with the ~~A~~annual ~~B~~budget, ~~C~~constitution, ~~B~~by ~~L~~laws, and ~~C~~continuing ~~R~~resolutions adopted by the Congregation Council.
- c. Prepare and present monthly written reports to the Congregation Council summarizing the income, receipts, disbursements, and accounts for this congregation.
  - d. Prepare and present an annual report, together with a satisfactory review of this congregation's financial records, to this congregation at its ~~A~~annual ~~M~~meeting.

**C11.02.** The Congregation Council shall elect its officers at its first meeting following the annual meeting and they shall be the officers of ~~the this~~ 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 close of the ~~annual~~ meeting at which they are elected.

**C11.03.** No officer shall hold more than one office at a time. No elected officer, other than the ~~T~~reasurer, shall be eligible to serve more than two consecutive terms in the same office.

## Chapter 12. CONGREGATION COUNCIL

**C12.01.** The voting membership of the Congregation Council shall consist of the pastors and ~~not less than 15 nor more than 21~~ ~~not more than twenty-one nor fewer than fifteen~~ members of ~~the this~~ congregation, ~~at least one of whom shall if possible should be a youth and at least one of whom shall if possible should be a young adult~~. Any voting member of ~~the this~~ congregation may be elected, subject only to the limitations on the length of continuous service permitted in that office. ~~In addition to the requirements listed above, the following five guidelines shall be used in selecting candidates for all elected positions:~~

- ~~a. Commitment to regular worship attendance.~~
- ~~b. Commitment to a daily devotional and prayer life.~~
- ~~c. Commitment to growth as a Christian.~~
- ~~d. Commitment to growth giving with the tithe as a benchmark.~~
- ~~e. Commitment to sharing the Good News of Jesus Christ with others.~~

A member's place on the Congregation Council shall be declared vacant if the member ~~a) resigns, b)~~ ceases to be a voting member of this congregation, or ~~eb) misses three successive regular meetings of the Congregation Council without excused absence~~ is absent from four successive regular meetings of the Congregation Council without cause. Consistent with the laws of the state in which this congregation is incorporated, ~~the this~~ congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

**#C12.01.01.** In addition to the requirements listed above, the following five guidelines shall be used in selecting candidates for all elected positions:

- a. Commitment to regular worship attendance.
- b. Commitment to a daily devotional and prayer life.
- c. Commitment to growth as a Christian.

d. Commitment to growth giving with the tithe as a benchmark.

e. Commitment to sharing the Good News of Jesus Christ with others.

**C12.02.** The members of the Congregation Council, except the pastors and the treasurer (as outlined in ~~C11.02.a.~~C11.01.d.), shall be elected by written ballot to serve for three years or until their successors are elected with approximately one-third of their terms expiring annually. Such members shall be eligible to serve no more than two full terms consecutively. Their terms shall begin at the close of the ~~A~~annual ~~M~~meeting at which they are elected.

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

**C12.04.** ~~The Congregation Council's primary purpose is to provide inspired Christian leadership for the life, ministry, and mission of this congregation. In that role it is, through prayer, study, and dialogue, to seek God's guidance and to lead this congregation to carry out Christ's work and mission in faithfulness to the Word of God and the faith and practice of the Evangelical Lutheran Church in America. 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. The Congregation Council shall develop a vision for the future and regularly determine the long range plans and goals designed to fulfill that vision.~~

~~b. The Congregation Council may establish annual, specific goals which it will use to provide direction to the staff and various ministry teams.~~

~~c. The Congregation Council will regularly evaluate the ministry and life of the congregation in light of its mission and goals and take appropriate actions based upon that evaluation.~~

~~d. The Congregation Council will establish, regularly review, and revise as necessary the governance policies of the congregation.~~

~~e. The Congregation Council may establish such Ministry Teams, Committees, or Task Forces as it deems necessary to accomplish the goals and plans of the congregation. In addition, the Congregation Council has the following responsibilities:~~

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.

1)b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.

2)c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.

3)d. To maintain supportive relationships with the rostered ministers and staff and help them annually to evaluate the fulfillment of their calling or employment.

4)e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.

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

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

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



synod and the Evangelical Lutheran Church in America.

- 8)j. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- 9)j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

- #C12.04.01.** Together with Constitutional provisions regarding the Congregation Council (Constitution, Chapter 12), the Congregation Council shall:
- a. ~~The Congregation Council shall d~~Develop a vision for the future and regularly determine the long range plans and goals designed to fulfill that vision.
  - b. ~~The Congregation Council may e~~Establish, if desired, annual, specific goals which it will use to provide direction to the staff and various ministry teams.
  - c. ~~The Congregation Council will r~~Regularly evaluate the ministry and life of the this congregation in light of its mission and goals and take appropriate actions based upon that evaluation.
  - d. ~~The Congregation Council will e~~Establish, regularly review, and revise as necessary the governance policies of the this congregation.
  - e. ~~The Congregation Council may e~~Establish such Ministry Tteams, Committees, or Task Forces as it deems necessary to accomplish the goals and plans of the this congregation. In addition, the Congregation Council has the following responsibilities:
  - af. Review and approve recommendations made by the Personnel Committee and/or Lead Pastor regarding the staff of this congregation.
  - b. ~~Receive reports regularly from the Treasurer of this congregation to ascertain that expenditures are within the budget approved by this congregation at its Annual Meeting.~~
  - c. ~~Assure that the treasurer and others who have access to the funds of this congregation are adequately bonded.~~
  - d. ~~Establish and maintain oversight of all money handling procedures. In order to protect staff members, ushers, Congregation Council members, and other volunteers from any suspicion, the Money Handling Procedure of this congregation requires that a minimum of two (2) persons be present whenever money is being collected or processed.~~
  - e. ~~Provide an audit of the fiscal records of this congregation and report its findings in writing to the Annual Meeting of this congregation.~~
  - f. ~~Provide for a periodic audit of existing insurance coverage.~~
  - g. ~~Be responsible for the buildings and premises of this congregation and their use, including establishing policies for building usage and rental.~~
  - g. Empower Committees, Ministry Tteams, and Task Forces as necessary to carry out the vision and mission of this congregation.

- C12.05.** The Congregation Council shall be responsible for the financial and property matters of this congregation.
- a. The Congregation Council shall be the Board of Trustees of this congregation; and, as such, shall be responsible for maintaining and protecting its property and the management managing of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such Bboards under the laws of the State of Wisconsin; except as otherwise provided herein.
  - b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a two-thirds majority vote of the members present and voting at a legally called meeting of the this congregation.

- ~~c. The Congregation Council shall not enter into any contracts involving the expenditures of more than two (2) percent of the approved annual budget for items not included in the budget without the prior approval of the this congregation; and~~
- ~~ed. The Congregation Council shall prepare an annual budget for adoption by this congregation at the Annual Meeting; and, subject to C12.05.d, it and shall supervise the expenditure of the congregation's funds in accordance therewith that annual budget following its adoption. The cumulative expenditures and obligations incurred by the Congregation Council in any given year shall not exceed the projected receipts for that year by more than two (2) percent of the approved annual budget without the prior approval of the this congregation by a Congregational Meeting. The annual budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership collaboration with the synod and churchwide organization.~~
- ~~d. The following rules and restrictions shall apply with respect to expenditures and obligations that are not expressly provided for as line items in the annual budget adopted by this congregation:~~
  - ~~1) The Congregation Council shall not enter into any contract involving the expenditure of more than two (2) percent of the approved annual budget without the prior approval of the congregation; and~~
  - ~~2) The cumulative expenditures and obligations incurred by the Congregation Council in any given year shall not exceed the projected receipts for that year by more than two (2) percent of the approved annual budget without the prior approval of the congregation.~~
- 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 mission support moneys to the synod ical treasurer.
- f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program. The Board of Trustees of the Trinity Lutheran Church Endowment Trust Fund shall be responsible for the management of the trust funds as set forth in #C5.05.01.

#C12.05.01. With regard to the financial and property matters of this congregation, the Congregation Council shall:

- ~~ba. Receive reports regularly from the Treasurer of this congregation to ascertain that expenditures are within the budget approved by this congregation at its Annual Meeting.~~
- ~~eb. Assure that the treasurer and others who have access to the funds of this congregation are adequately bonded.~~
- ~~dc. Establish and maintain oversight of all money handling procedures. In order to protect staff members, ushers, Congregation Council members, and other volunteers from any suspicion, the Money Handling Procedure of this congregation requires that a minimum of two (2) persons be present whenever money is being collected or processed.~~
- ~~ed. Provide an audit of the fiscal records of this congregation and report its findings in writing to the Annual Meeting of this congregation.~~
- ~~fe. Provide for a periodic audit of existing insurance coverage.~~
- ~~gf. Be responsible for the buildings and premises of this congregation and their use, including establishing policies for building usage and rental.~~



- C12.06.** The Congregation Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.
- C12.07.** The Congregation Council shall provide for a periodic review of the membership roster.
- C12.08.** The Congregation Council shall be responsible for the approval and oversight of this congregation's Personnel Policy Manual. Nothing in this provision shall be deemed to affect this congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of this church.
- C12.09.** The Congregation Council shall submit a comprehensive report to this congregation at the ~~A~~annual ~~M~~meeting.
- C12.11.** The Congregation Council shall normally meet once a month. Special meetings may be called by a pastor or the ~~P~~president, and shall be called by the ~~P~~president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.
- C12.12.** A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the ~~lead~~ pastor or interim pastor, except when the lead 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 ~~lead~~ pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synod~~ieal~~ bishop.
- C12.13.** The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication or its equivalent. ~~and, to~~ To the extent permitted by state law, notice of all meetings may be provided electronically.

## Chapter 13.

### CONGREGATION COUNCIL COMMITTEES

- C13.01.** The *Executive Committee* of this congregation shall consist of the ~~P~~president, ~~V~~vice-~~P~~president, ~~S~~secretary, ~~T~~treasurer, and the ~~L~~lead ~~P~~pastor.
- #C13.01.01.** The duties of the Executive Committee shall include the following:
- To conduct regular meetings at such time and place as the Committee may determine.
  - To oversee the functioning of the Congregation Council so that the interests and purposes of this congregation are being served.
  - To oversee preparation of the annual budget for presentation to the Congregation Council.
  - To review and approve the monthly financial reports of this congregation.
  - To appoint voting members to assemblies and other church related functions at which the congregation is entitled to representation. The Executive Committee shall seek Congregation Council advice and approval for appointees at their discretion.

- f. To appoint special committees and task forces when needed to carry out special assignments.

**C13.02.** A *Nominating Committee* shall consist of six voting members of this congregation. Two shall be outgoing members of the Congregation Council as designated and appointed by the Congregation Council, and four shall be elected at the ~~A~~annual ~~M~~meeting of this congregation. All terms shall be for one ~~(1)~~ year. with one member's term expiring annually, and ~~m~~Members of the Nominating Committee shall not be eligible for consecutive reelection. The ~~L~~lead ~~P~~pastor shall serve as convener and as an advisory member.

- #C13.02.01.** The duties of the Nominating Committee shall include the following:
- To screen and nominate at least one qualified candidate to fill each vacancy on the Congregation Council. Nothing herein shall bar additional candidates from being nominated from the floor during the annual meeting.
  - To obtain basic information on each candidate for use at the annual meeting.

**C13.03. (Not Used)**

**C13.0304.** A *Personnel Committee* shall consist of the current ~~P~~president of the Congregation Council, the current ~~V~~vice-~~P~~president of the Congregation Council, the immediate past president of the Congregation Council, and three at-large voting members from this congregation. At-large members will serve a three-year term with generally one member elected annually by ~~the~~this congregation at its ~~A~~annual ~~M~~meeting.

- #C13.0304.01.** The duties of the Personnel Committee shall include the following:
- To be a resource for all staff members of this congregation to which they turn for counsel, direction in their work, and to whom they may express concerns regarding any aspect of their employment.
  - To be available for assistance in the hiring of lay staff members.
  - To make decisions on the termination of employment of any staff member and convey the decision of the committee to the staff member involved.
  - To make recommendations to the Executive Committee regarding salary levels for members of the staff.
  - To implement and maintain the Personnel Policy Manual of this congregation.

**C13.0405.** When a ~~pastoral~~ vacancy occurs in a position for which this congregation calls a rostered minister, and the Congregation Council decides to fill the vacancy, a *Call Committee* consisting of six voting members shall be appointed-elected by the Congregation Council for the purpose of interviewing and recommending pastoral candidates for the vacant position ~~of pastor~~. ~~In calling an Associate Pastor, the Lead Pastor shall be an additional integral voting member of the Call Committee. Since staff unity is a prerequisite for efficient functioning, the advice of the Lead Pastor, reflecting staff considerations and evaluations, shall concur with the final recommendation to the congregational meeting at which an Associate Pastor is called. The lead pastor shall be ex officio a voting member of the Call Committee to call an associate pastor and shall concur with the final recommendation to the Congregation Meeting at which the congregation authorizes a call for an associate pastor.~~ The term of office shall terminate at the installation of the newly-called pastor rostered minister.

**C13.0506.** Other ~~C~~committees, ~~M~~ministry ~~T~~teams, and ~~T~~task ~~F~~forces of this congregation may be ~~established and~~ formed, as need arises, by decision of the Congregation Council. **C13.06.** —The Congregation Council shall be responsible for reviewing and overseeing the activities of all ~~C~~committees, ~~M~~ministry ~~T~~teams, and ~~T~~task ~~F~~forces.

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

**#C13.07.01.** The duties of each committee, ministry team, or task force shall include the following:

- Work in accord with the vision and mission of this congregation.
- Consist of at least three members including an identified leader.
- Have a pastor or staff assigned as a contact or liaison.
- Not exceed their budget nor raise funds without the approval of the Congregation Council or lead pastor.
- Be empowered by the Congregation Council to do ministry in their specific area.
- Have a specific definition of its scope of ministry approved by the Congregation Council.

**#C13.09.0107.02.** ~~Noah's Ark Preschool Committee.~~ The duties of the Noah's Ark Preschool Committee shall include the following:

- Spearhead public relations for Noah's Ark Preschool at this congregation and in the community, focusing on positive promotion, fund raising, and other income producing methods in an effort to maintain a financially viable program.
- Recommend school budget, tuition rates, and any fees associated with the operation of Noah's Ark Preschool to the Congregation Council.
- Recommend a school calendar to the Congregation Council.
- Review, update, and enforce Rules of Operation as necessary so as to remain in compliance with the State of Wisconsin requirements and the constitution and bylaws of this congregation.

**C13.08.** The lead pastor of this congregation shall be *ex officio* a member of all committees and boards of ~~the this~~ congregation. The president of this congregation shall be *ex officio* a member of all committees and boards of ~~the this~~ congregation, except the Nominating Committee.

~~**C13.09.01.Noah's Ark Preschool Committee.** The duties of the Noah's Ark Preschool Committee shall include the following:~~

- ~~Spearhead public relations for Noah's Ark Preschool at this congregation and in the community, focusing on positive promotion, fund raising, and other income producing methods in an effort to maintain a financially viable program.~~
- ~~Recommend school budget, tuition rates, and any fees associated with the operation of Noah's Ark Preschool to the Congregation Council~~
- ~~Recommend a school calendar to the Congregation Council.~~
- ~~Review, update, and enforce Rules of Operation as necessary so as to remain in compliance with the State of Wisconsin requirements and the constitution and bylaws of this congregation.~~

## Chapter 14.

### ORGANIZATIONS WITHIN ~~THE-THIS~~ CONGREGATION

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

## Chapter 15.

### DISCIPLINE OF MEMBERS AND ADJUDICATION

- \*C15.01.** Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of ~~the-this~~ congregation, or willful and repeated harassment or defamation of member(s) of ~~the-this~~ congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15-17, proceeding through these successive steps, as necessary: a) private counsel and admonition by the pastor, b) censure and admonition by the pastor in the presence of two or three witnesses, c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.
- \*C15.02.** The process for discipline of a member of ~~the-this~~ congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to \*C15.01. do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two ~~rostered~~ ministers ~~of Word and Sacrament~~). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- \*C15.03.** If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time

it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case, and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members plus the nonvoting chair comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.

- \*C15.04. The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- \*C15.05 By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
  - a. suspension from the privileges of congregation membership for a designated period of time;
  - b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
  - c. termination of membership in ~~the~~ this congregation; or
  - d. termination of membership in ~~the~~ this congregation and exclusion from the church property and from all congregation activities.
- \*C15.06. The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.
- \*C15.07. No member of ~~the~~ this congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.
- \*C15.10. **Adjudication**
- \*C15.11. ~~When there is disagreement 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.~~ When there is disagreement between or among factions within this congregation on a substantive issue which cannot be resolved by the parties, members of this congregation may petition the synod bishop for consultation after informing the president of this congregation of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in †S14.18.d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the entire matter shall be referred to the Synod Council for adjudication by whatever process the Council deems necessary. The Synod Council's decision shall be final.

## Chapter 16. AMENDMENTS

- \*C16.01.** Unless provision \*C16.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least 25 voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify ~~the~~this congregation's members of the proposal together with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.
- \*C16.02.** An amendment to this constitution, proposed under \*C16.01, shall:
- be approved at ~~a~~any legally called ~~Congregation Meeting according to this constitution meeting of this congregation~~ by a majority vote of those voting members present and voting; and
  - be ratified without change at the next ~~Annual Meeting regular meeting of this congregation~~ by a two-thirds vote of those voting members present and voting; ~~and.~~
  - ~~have the effective date included in the resolution<sup>†</sup> and noted in the constitution.~~
- \*C16.03.** Any amendments to this constitution that result from the processes provided in \*C16.01. and \*C16.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify ~~the~~this congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.
- \*C16.04.** This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of ~~the~~this congregation without presentation at a prior meeting of ~~the~~this congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to ~~the~~this congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of at least two (2) voting members of ~~the~~this congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of ~~the~~this congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following the congregation's ~~a~~ vote of approval.

## Chapter 17. BYLAWS

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<sup>†</sup> ~~Such an effective date must be stated in relation to the requirements of \*C16.03 to allow for synodical review of the amendment.~~



- \*C17.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- \*C17.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting.
- \*C17.03. Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify ~~the~~this congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- \*C17.04. ~~Approved changes to the~~Adopted or amended bylaws shall be sent by the secretary of this congregation to the synod.

## Chapter 18. CONTINUING RESOLUTIONS

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

## Chapter 19. INDEMNIFICATION

- \*C19.01. Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Congregation Council member, officer, employee, agent, or other member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.
- <sup>#</sup>C19.01.01. To the extent allowed and required under ~~sees sections~~ 181.042, 181.047, and 181.049, Wisconsin Statutes, as they may be amended from time to time, and subject to <sup>#</sup>C19.01.03. ~~below~~, this congregation shall indemnify its officers and the members of the Congregation Council against all damages, liability, expenses, costs, and attorney's fees that they actually incur in connection with threatened, pending, or completed legal actions, suits, or proceedings to which they are or may be made a party because of their status, actions, or omissions as current or former officers or members of the Congregation Council.

**#C19.01.02.** To the extent allowed under ~~see-section~~ 181.051, ~~Wise. Stats. Wisconsin Statutes~~, as it may be amended from time to time, and subject to #C19.01.03. ~~below~~, this ~~C~~ongregation also shall indemnify its ~~C~~ommittees, ~~M~~inistry ~~T~~teams, and ~~T~~ask ~~F~~forces against all damages, liability, expenses, costs, and attorney's fees that they actually incur in connection with threatened, pending, or completed legal actions, suits, or proceedings to which they are or may be made a party because of their status, actions, or omissions as current or former agents, employees, or members of a ~~C~~ommittee, ~~M~~inistry ~~T~~eam, or ~~T~~ask ~~F~~orce.

**#C19.01.03.** Unless otherwise ordered by a court of law, any indemnification under ~~Sections~~ #C19.01.01. or #C19.01.02. ~~above~~ shall be made by this Congregation only as authorized in the specific case upon a determination that indemnification of the officer, agent, employee, or member of the Congregation Council, a ~~C~~ommittee, a ~~M~~inistry ~~T~~eam, or a ~~T~~ask ~~F~~orce is appropriate under the circumstances taking into account the standards of conduct set forth in ~~see-section~~ 181.042, Wisconsin Statutes, as it may be amended from time to time. Such determination shall be made:

- by the Congregation Council by a majority vote of a quorum consisting of such members who are not and were not parties to such action, suit, or proceeding;
- by this ~~C~~ongregation at a regular or special Congregation Meeting properly called and held for that purpose; or
- in a written opinion by independent legal counsel hired and paid for by this congregation.

**#C19.01.04.** The Congregation Council may purchase and maintain insurance on behalf of any person who is an officer, agent, employee, or a member of the Congregation Council, a ~~C~~ommittee, a ~~M~~inistry ~~T~~eam, or a ~~T~~ask ~~F~~orce, insuring that person against liability asserted against and incurred by such person in ~~his or her the person's~~ capacity as such, or arising from ~~his or her the person's~~ status as such, regardless of whether this congregation is required or authorized to indemnify or allow expenses to the person against the same liability.