

**THE AMERICAN ASSOCIATION
OF LUTHERAN CHURCHES**



CONSTITUTION AND BYLAWS

February 17, 2011

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**CONSTITUTION
OF
THE AMERICAN ASSOCIATION OF
LUTHERAN CHURCHES**

In the Name of the Father and of the Son and of the Holy Spirit. Amen.

PREAMBLE

We unite in confident reliance upon the Holy Spirit by whom we are drawn to God and to one another. We believe in one, holy, universal (the Church, militant and triumphant), and apostolic Church of which Jesus Christ is the Head. We are mindful of our own inadequacies, but we have unwavering confidence in the destiny and duty of the one true Church of Christ.

Therefore, we, the Congregations approving this Constitution, in order to serve more effectively the Triune God, Father, Son, and Holy Spirit, do now enter into this fellowship to express the unity of faith which exists among us. Moreover, we dedicate ourselves anew to proclaim in word and deed, on this continent and throughout the world, the Gospel of forgiveness and life everlasting through Jesus Christ our Lord.

**01. Article I
NAME**

The name of this Church fellowship shall be **The American Association of Lutheran Churches** (Abbreviated **The AALC**).

**02. Article II
HEADQUARTERS**

The headquarters of The American Association of Lutheran Churches shall be in Minneapolis, Minnesota.

03.**Article III
CONFESSION OF FAITH****03.01. *The Bible***

The American Association of Lutheran Churches accepts all the canonical books of the Old and New Testaments as a whole and in all their parts as the divinely inspired, revealed, and inerrant Word of God, and joyfully submits to this as the only infallible authority in all matters of faith and life.

03.02. *Faith in the Triune God*

The American Association of Lutheran Churches is built upon faith in the ever-living Triune God, Father, Son, and Holy Spirit as revealed in the Holy Scriptures to Whom be the glory for ever and ever (see the three Ecumenical Creeds).

03.03. *God the Father*

03.03.01. Almighty God, Creator of the universe, Who formed man in His own image, Who from the beginning loved goodness and hated evil, desires that the children of His creation live in eternal fellowship with Him. We hold to the creation as described in the first chapters of Genesis, not as myth, but as historic facts.

03.03.02. Therefore, the Creator gave His only begotten Son (John 3:16) to be the Savior of the world, that people might be set free from the bondage of sin, and become joint heirs with Christ of eternal life.

03.04. *Jesus Christ, God's Son and Our Savior*

03.04.01. At the heart and center of this faith is confidence in Jesus Christ and love for Him, true God and true man, the eternal Word of God, the only Son of God, and the only Savior of the world.

03.04.02. To proclaim salvation by grace through faith in Jesus Christ is our reason for being as The American Association of Lutheran Churches.

03.05. *Dependence upon the Holy Spirit*

We also acknowledge dependence upon the Holy Spirit working solely through the Means of Grace to call unbelievers into saving faith in Jesus Christ to empower believers to grow in faith, to bestow His gifts for the ministry of the Church locally and universally, to inspire love for one another, and to bring glory to the Father through the Lord Jesus Christ, the only Head of the Church.

03.06. *Symbols: Basic and Required*

As brief and true statements of the doctrines of the Word of God, this Association accepts and confesses the following Symbols, subscription to which shall be required of all its members, both congregations and individuals:

03.06.01. The ancient ecumenical Creeds: The Apostolic, The Nicene, and the Athanasian;

03.06.02. The Unaltered Augsburg Confession and Luther's Small Catechism.

03. 07. *Book of Concord: Normative*

As further elaboration of and in accordance with these Lutheran Symbols, this Association also receives the other documents in the Book of Concord of 1580: the Apology, Luther's Large Catechism, the Smalcald Articles, and the Formula of Concord; and recognizes them as normative for its theology.

03.08. *Pure Doctrine*

The American Association of Lutheran Churches accepts without reservation the symbolic books of the Lutheran Church, not insofar as but because they are the presentation and explanation of the pure doctrine of the Word of God and a summary of the faith of the evangelical Lutheran Church.

04.

**Article IV
THE NATURE OF THE CHURCH**

04.01. Jesus Christ is the living Lord and head of the Church, His Body in the world.

04.02. Wherever the Word of God (the inerrant sacred Scriptures) is faithfully proclaimed and the Sacraments rightly administered, there is the one, holy, Christian, and apostolic Church.

04.03. We believe that through these Means of Grace the Spirit of God produces His fruit, bestows His gifts, and unites the whole Christian Church on earth with Jesus Christ.

04.04. This proclamation and the Holy Spirit's activity, rather than organizational union, constitute the true unity of His Church. We believe that this true Church eagerly identifies such unity and promotes and rejoices in fellowship and cooperation with all members of Christ's Body everywhere.

05.**Article V
PURPOSE****05.01. *Witness to Christian Faith***

The American Association of Lutheran Churches, a fellowship of congregations to which the Gospel of reconciliation has been given, seeks to focus and coordinate the purposes and resources of these Congregations to the end that the Triune God may be more fully known among men through a faithful ministry of God's Word and the Sacraments. The American Association of Lutheran Churches dedicates itself to bear witness to the eternal Gospel of our Lord Jesus Christ in its fullness and purity, and to preserve and extend the unity of that faith as revealed in God's Holy Word.

05.02. *Proclamation and Propagation*

Through the Means of Grace, The American Association of Lutheran Churches specifically purposes to proclaim and propagate this eternal Gospel to the lost and weary of this world and to provide for daily renewal and sanctification of the members of its congregations.

05.03. *Agenda*

05.03.01. Establish congregations and missions on the North American continent and throughout the world as centers for the proclamation of God's Word and proper administration of the Sacraments, Christian evangelism, ministries of outreach and mercy, and Christian fellowship and growth.

05.03.02. Train, certify, and discipline an ordained ministry for the administration of the Means of Grace

05.03.03. Assist the congregations in the nurture of the children, youth, and adults in the covenant of their Baptism that they may grow in the knowledge of Jesus Christ and in their life of loving and obedient faith in Him.

05.03.04. Provide theological and parish education and ministry to those involved in higher education.

05.03.05. Study the problems of contemporary life and society in the light provided by the sacred Scriptures in order to bring to bear a Christian understanding of human nature, Law and Gospel, and Dr. Martin Luther's insight concerning the two kingdoms in order to enter effectively into society and government to help in dealing justly and mercifully with such problems.

- 05.03.06.** Develop, produce, and broadcast programs to communicate the Gospel using various communication media such as radio, television, audio and video tapes, motion pictures, etc.
- 05.03.07.** Establish pension, medical, and disability plans in order to provide assistance for the pastors, eligible laity, and their families.
- 05.03.08.** Establish and maintain cooperative relationships and support with other churches, groups of churches, and independent movements, who are in doctrinal agreement, to effectively minister the Gospel of Jesus Christ to the whole world.

06. **Article VI**
POWERS

06.01. *Origin and Delegation of Authority*

- 06.01.01.** All authority and power in the Christian Church belong to the Lord Jesus Christ as Head of the church.
- 06.01.02.** The Lord of the Church has committed to the individual congregation the ministry of God's Word and Sacraments and therewith basic authority.
- 06.01.03.** Member Congregations in associating themselves with The American Association of Lutheran Churches delegate to it the authority and power essential to carry out the Purpose of the Association (Article V).
- 06.01.04.** As a functioning fellowship, established by and for its Member Congregations, The American Association of Lutheran Churches shall use its delegated authority only to fulfill the responsibilities of its Member Congregations in the areas where those Congregations cannot act effectively alone.
- 06.01.05.** Thus there exists a mutuality of both responsibilities and rights between the Congregations and The American Association of Lutheran Churches.

06.02. *The Jurisdiction of the Association*

06.02.01. **A. RESPONSIBILITIES**

- 06.02.01.01** This Association shall conduct its affairs in accordance with the Constitution, the Bylaws, the Articles of Incorporation, and Resolutions of the conventions of this Association;
- 06.02.01.02.** Carry out the purpose for which The American Association of Lutheran Churches is organized, as set forth in this Constitution (Article V in particular);

- 06.02.01.03.** Define and label jurisdictional areas and organize and assign such responsibilities as may be consistent with a unified and efficient program;
- 06.02.01.04.** Develop financial procedures to assure the efficient fulfillment of its Purpose;
- 06.02.01.05.** Have its own corporate name and seal;
- 06.02.01.06.** Pay its debts, settle its claims, and provide means by which member congregations and individuals may support the ministry of The American Association of Lutheran Churches;
- 06.02.01.07.** Have authority to enter into contracts; sue and be sued; acquire real and personal property by gift, devise, bequest, purchase, or other lawful means; hold and use its property for any and all purposes aforementioned and not in conflict with them; and sell, mortgage, lease, transfer, or otherwise dispose of its property by lawful means whenever necessary or expedient to carry out the purposes allowed by its Articles of Incorporation;
- 06.02.01.08.** Require all Officers and Boards to conduct all their affairs in a Christian spirit according to the Constitution, the Bylaws, the Articles of Incorporation, and Resolutions of the General Conventions of this Association.

06.02.02. B. RELATIONSHIP TO THE CONGREGATIONS

- 06.02.02.01.** The local congregation calls its own pastor, owns its property, provides for its maintenance, and conducts its own program.
- 06.02.02.02.** The American Association of Lutheran Churches has no claim to a local congregation's property in any way whatsoever, unless the local congregation specifically deeds such property to The American Association of Lutheran Churches.
- 06.02.02.03.** Freedom in Christ is freedom to work in God's Kingdom according to the measure of faith God has given. In accordance with this principle, the right of member-congregations of The American Association of Lutheran Churches to cooperate with other Lutherans in establishing and maintaining agencies and institutions for mutual edification, for works of mercy, or for missionary endeavor shall be preserved.
- 06.02.02.04.** The American Association of Lutheran Churches shall, however, recommend such an agency or institution for support only if it has been approved by the Association Council upon recommendation by the appropriate jurisdictional unit.

06.02.02.05. The jurisdiction of The American Association of Lutheran Churches over individual congregations or groups of congregations shall be strictly limited to the following:

6.02.02.05.01. To insure faithful adherence to the doctrines as confessed by this Association (see Article III). Congregations shall call pastors from The AALC Roster of Pastors or, in the case of an interim pastor who is not on The AALC Roster of Pastors, the same must be interviewed by the Regional Pastor and/or someone appointed by him to determine whether the pastor subscribes to the doctrine confessed by the Association (see Article III).¹

06.02.02.05.02. To apply discipline when disloyalty to this Association's doctrinal position is evident.

06.02.02.05.03. To enlist wholehearted cooperation with the programs approved by the conventions of this Association.

06.03. *Basic Principles of Organization and Operation*

This Constitution is based on certain fundamental principles of organization and procedure. These principles shall be preserved in amendments to this Constitution and its Bylaws. They are:

06.03.01. The representative character of legislative assemblies shall be preserved.

06.03.02. Effective checks and balances between and within the agencies of this Association shall be maintained.

06.03.03. The functions of officers, jurisdictional units, councils, boards, commissions, and standing committees shall be clearly defined by the Constitution and Bylaws, which shall also guarantee that responsibility and authority are commensurate.

06.03.04. There shall at all times be clear and direct channels for all officers, jurisdictional units, councils, boards, standing committees, etc. of this Association to bring recommendations before legislative assemblies.

06.03.05. There shall also be clear and direct channels for each congregation or group of congregations to bring recommendations before legislative assemblies.

06.03.06. The legislative authority shall rest in the Conventions of this Association, and between the Conventions in the Joint Council or the Association Council.

¹ Amended by Referendum (March 15, 1994)

06.03.07. Supervision of administration, including the determination of policy in executing approved legislation, shall be the responsibility of officers, councils, boards, jurisdictional units, commissions, and standing committees of this Association.

07.

**Article VII
CONGREGATIONAL MEMBERSHIP**

07.01. *Membership*

07.01.01. The membership of The American Association of Lutheran Churches shall consist of congregations that apply and are received.

07.01.02. The requirements for membership shall be the following:

07.01.02.01. Subscription to the Confession of Faith (Article III) and the statement of Purpose (Article V).

07.01.02.02. Acceptance of this Constitution and its Bylaws.

07.01.02.03. Participation in the programs of activity approved by the Conventions and determined individually by the local Congregations.

07.02. *Termination*

07.02.01. Membership in The American Association of Lutheran Churches may be terminated by action of a member-congregation or by action of The American Association of Lutheran Churches.

07.02.02. Should a member congregation no longer desire to continue membership in The American Association of Lutheran Churches, such a congregation may terminate its membership in accordance with the procedures prescribed in the constitution of the congregation involved.

07.02.03. The American Association of Lutheran Churches may exclude a member congregation from its membership because of violation of the conditions of membership stated in 07.01. of this Article.

07.03. *Selective Participation*

Upon written request by Lutheran congregations, selective participation in The American Association of Lutheran Churches may subsequently be granted by The American Association of Lutheran Churches to such Lutheran congregations and their pastors who accept the Confession of Faith (Article III) and statement of Purpose (Article V).

07.04. *Membership Categories*

See Bylaws, Part II for delineation of Membership Categories.

08.

**Article VIII
THE PASTORS OF THIS ASSOCIATION**

08.01. *Definition*

08.01.01. The Call of a congregation of this Association or of the Joint Council acting for all the congregations provides the authority for ordination.

08.01.02. The ordained pastors of The American Association of Lutheran Churches, including the pastors serving non-voting member congregations and congregations with selective participation (as described in 07.03.), constitute its Pastors, to whom is committed the public administration of the Means of Grace.

08.01.03. The pastor and laity constitute the membership of the congregation, the pastor's status differing only as to function.

08.02. *The Roster of Pastors*²

08.02.01. All pastors of any classification of this Association active or emeriti, of any classification shall be listed appropriately on the Roster of Pastors of this Association, maintained by the Secretary of this Association (see Bylaws, Part X).

08.02.02. All pastors of this Association, of any and all classifications, shall be subject to the discipline of The AALC.

08.02.03. The AALC reserves the right to admit or not admit to the Roster of Pastors or to suspend, discipline, or dismiss any pastor on the Roster of Pastors.

² Amended by Referendum (March 15, 1991)

08.03. *Admission, Suspension, and Dismissal*

08.03.01. The Clergy Commission shall recommend to the Association Council pastors for this Association's Roster of Pastors.

08.03.02. The **Clergy** Commission shall also exhort Congregations to suspend or dismiss Pastors for reasons of doctrinal defection or moral failure. If a congregation should decide not to suspend or dismiss, then the appropriate jurisdictional unit shall be requested to suspend or dismiss from the Roster of Pastors.

08.03.03. A pastor, refused admission, suspended, or dismissed, may appeal his case to the Board of Appeals and Adjudication and then to the General Convention, whose decision shall be final.

08.03.04. A pastor cannot appeal the decision of his congregation to retain, suspend, or dismiss him. The congregation's decision shall be final.

08.04. *Continuance without a Parish*

A pastor may continue on the Roster of Pastors only as long as he serves a parish of the Association or an institution, agency, or activity of the Association or of its segments; or if his continuance on Roster of Pastors has been approved as "Pastor in Extended Ministry" in accordance with 12.03.06. of this Constitution.

08.05. *Continuance Limited*³

A pastor on the Roster of Pastors, "without call," shall remain on the Roster of Pastors for a period of time not to exceed three years. After such time, the pastor may re-interview with the Clergy Commission for re-instatement. During this interim, he shall be subject to the provisions of this Article.

08.06. *Ministerial Acts*

08.06.01. Ministerial acts shall be performed only under the auspices of a congregation. Such acts shall be entered by the pastor of the congregation in its official records.

08.06.02. However, those properly called to serve as chaplains in the armed forces or in institutions or agencies may perform such ministerial acts as come within the scope of their work, and such acts are to be recorded and reported periodically to this Association.

³ Amended by Referendum (March 15, 2005)

08.07. *Classification of Pastors*⁴

This Association is willing to receive and list as Associate Pastors of various classifications of The American Association of Lutheran Churches such pastors as

- 1) subscribe to the Confession of Faith (Article III) and Statement of Purpose (Article V),
- 2) assent to this Constitution and Bylaws,
- 3) are communing members of a Lutheran congregation, and
- 4) contribute annually by record to The American Association of Lutheran Churches.

09.

**Article IX
THE GENERAL CONVENTION**

09.01. *Highest Delegated Authority*

09.01.01. The highest constitutional authority delegated by the congregations to The American Association of Lutheran Churches shall be vested in the General Convention, which shall meet in regular session biennially by call of the Presiding Pastor in consultation with the Joint Council.

09.01.02. Special Conventions may be called by authority of the Joint Council or petition of 10% of the Member Congregations. Time and place of Special Conventions shall be determined by the Joint Council or by such petition.

09.02. *Flow of Concerns*

Any Member Congregation or any group of Member Congregations is encouraged to prepare and present a resolution of concern to the General Convention, which the Presiding Pastor shall place on the agenda.

09.03. *Responsibilities*

The General Convention shall:

09.03.01. Adopt or approve its own rules of order and agenda. Worship and inspiration shall be of the highest priority;

09.03.02. Adopt a program of activity for this Association, and take the steps necessary to provide for its accomplishment. This program shall clearly reflect the Confession of Faith and statement of Purpose of this Association;

⁴ Amended by Referendum (March 15, 1991)

- 09.03.03.** Elect officers, councils, boards, jurisdictional units, commissions, committees, etc.;
- 09.03.04.** Require reports of the work of its officers, councils, boards, jurisdictional units, commissions, committees, etc., review their work, and act on matters presented by them;
- 09.03.05.** Adopt a budget for the work of this Association;
- 09.03.06.** Establish disciplinary procedures not otherwise provided for in this Constitution and its Bylaws;
- 09.03.07.** Upon the Association Council's advice, recommend or suggest hymnals, forms of worship, and forms for performance of pastoral acts, etc.;
- 09.03.08.** Approve proposed amendments to this Constitution and Bylaws for submission to the Congregations for ratification;
- 09.03.09.** Uphold the faith confessed by this Association (see Article III), pray for and promote peace and order in this Association, and seek to further the Purpose (Article V) of this Association.
- 09.04.***Limitations*
- 09.04.01.** The powers of the General Convention shall be limited by the provisions of the Articles of Incorporation, this Constitution and its Bylaws, and resolutions of this Association's Conventions.
- 09.04.02.** However, questions involving doctrine shall not be ultimately determined by vote of the General Convention, but on the basis of the Word of God and the Confessions of the Church.
- 09.05.***Composition of Conventions*
- 09.05.01.** The General Convention shall be composed of voting members, advisory members, and official visitors.
- 09.05.02.** The voting membership of the General Convention shall consist of delegates who represent the congregations of this Association and other delegates as prescribed by the Bylaws.
- 09.05.03.** The voting delegation of the Special Convention shall be elected in the same way as that prescribed for the General Convention.

09.05.04. Challenges to representation or election shall be referred to the Joint Council and decided by the approved delegates to the General Convention.

09.06. *Advisory Members*

09.06.01. Advisory members shall be those, other than voting members, who are required to attend. They shall have voice, but no vote.

09.06.02. They include the Presiding Pastor (who shall vote only in the event of a tie), the Assistant Presiding Pastor, the Secretary, the Treasurer, The Administrative Assistant to the Presiding Pastor, the Administrative Assistant to The AALC, and those named in the Bylaws.⁵

09.07. *Official Visitors*

Official Visitors, whose presence and participation are desired, shall be invited by the Presiding Pastor and seated by vote of the Convention. They shall have voice but no vote.

09.08. *Quorum*

A majority of the registered and approved delegates shall constitute a quorum.

10.

Article X

OFFICERS OF THIS ASSOCIATION

10.01. *Officers and Executive Committee⁶*

10.01.01. The Officers shall be elected by the General Convention of The American Association of Lutheran Churches: The Presiding Pastor, the Assistant Presiding Pastor, the Secretary, and the Treasurer.

10.01.02. The four Officers, named above, shall serve as the Executive Committee, which shall be responsible for the spiritual and temporal affairs between meetings of the Association Council and Board of Trustees and shall report all decisions to the Association Council for review.

⁵ Amended by Referendum (March 15, 2001)

⁶ Amended by Referendum (March 15, 1991)

10.02. *The Presiding Pastor*

- 10.02.01.** He shall be elected from the Roster of Pastors of this Association, chosen for his commitment to Christ as Savior and Lord and to the divine inspiration, revelation, and inerrancy of the Scriptures; his evidencing the fruit of the Spirit in his life; his pastoral concern; his Spirit-bestowed gifts of wisdom, knowledge, and administrative ability; and his full intention to uphold this Association's Confession (Article III), Purpose (Article V), and Constitution.
- 10.02.02.** Candidates for Presiding Pastor shall be presented by the Nominating Committee and nominations may also be made from the floor by any delegate.
- 10.02.03.** The Presiding Pastor shall be elected by majority vote of the Registered Delegates at the General Convention for a term of four (4) years and may be re-elected once.
- 10.02.04.** He, who presides over The American Association of Lutheran Churches, should first of all be a "pastor." With this in mind, it is recommended that he maintain his contact with the parish ministry by serving at least part time on the staff of a congregation of this Association.
- 10.02.05.** The Presiding Pastor shall serve primarily as spiritual leader of this Association and shall witness enthusiastically to his faith in Jesus Christ as Savior and Lord, promise to uphold our Confession of Faith (Article III), promote the Purpose (Article V), and endeavor to promote truth, peace, and order within the fellowship of this Association.
- 10.02.06.** He shall also be responsible for the effective administration of this Association.
- 10.02.07.** The Presiding Pastor shall preside at all meetings of the General Convention, Special Convention, Joint Council, Association Council, and Executive Committee.
- 10.02.08.** If the Presiding Pastor dies, resigns, or is unable to serve, the Assistant Presiding Pastor shall serve until the next General Convention.

10.03. *The Assistant Presiding Pastor*

- 10.03.01.** The Assistant Presiding Pastor shall be chosen for the same qualities as the Presiding Pastor (see 10.02.01. listed above).
- 10.03.02.** Candidates for Assistant Presiding Pastor shall be presented by the Nominating Committee, and nominations may be made from the floor by any delegate.

- 10.03.03.** The Assistant Presiding Pastor shall be elected by majority vote of the Registered Delegates at the General Convention for a term of four (4) years and may not be re-elected.
- 10.03.04.** As with the Presiding Pastor (see 10.02.04 above) the Assistant Presiding Pastor should first of all be a "pastor." With this in mind, it is recommended that, upon being elected Assistant Presiding Pastor, he continue as pastor of a congregation of this Association.
- 10.03.05.** If the Assistant Presiding Pastor is unable to serve, resigns, or dies, the Joint Council shall elect a replacement until the next General Convention.
- 10.03.06.** The Assistant Presiding Pastor shall serve as a member of the Executive Committee and member ex officio of the Association Council and the Joint Council.
- 10.03.07.** His particular responsibility shall be to assist the Presiding Pastor to facilitate resolutions and motions passed by the General Convention, Joint Council, Association Council, and Executive Committee.
- 10.04. *The Treasurer***
- 10.04.01.** The Treasurer shall be elected for that person's commitment to Christ, support of this Association's Confession (Article III) and Purpose (Article V), and evident fiscal abilities.
- 10.04.02.** Candidates for Treasurer may be recommended by the Board of Trustees and Presiding Pastor, and shall be presented by the Nominating Committee. Nominations may also be made from the floor by any delegate.
- 10.04.03.** The Treasurer shall be elected by majority vote of the Registered Delegates at the General Convention for a term of four (4) years and may be re-elected without limitation.
- 10.04.04.** If the Treasurer is unable to serve, resigns, or dies, a temporary replacement shall be elected by the Board of Trustees to serve until the next General Convention.
- 10.04.05.** The Treasurer shall serve as a member of the Executive Committee and shall be advisory (voice without vote) to the Association Council, Board of Trustees, and Joint Council.
- 10.04.06.** The Treasurer shall perform the duties generally incumbent upon this office and any additional duties prescribe in this Constitution, Bylaws, and Resolutions of this Association.

10.04.07. Reimbursement or salary shall be recommended by the Board of Trustees, reviewed by the Association Council, recommended to the General Convention by the Association Council, and approved by the General Convention.

10.05. *The Secretary*

10.05.01. The Secretary shall be elected for that person's commitment to Christ, support of this Association's Confession (Article III) and Purpose (Article V), and evident secretarial abilities.

10.05.02. Candidates for Secretary may be recommended by the Board of Trustees and Presiding Pastor, and shall be presented by the Nominating Committee. Nominations may also be made from the floor by any delegate. The Secretary shall be elected by majority vote of the Registered Delegates at the General Convention for a term of four (4) years and may be re-elected once.

10.05.03. If the Secretary is unable to serve, resigns, or dies, a temporary replacement shall be elected by the Board of Trustees to serve until the next General Convention.

10.05.04. The Secretary shall serve as a member of the Executive Committee and shall serve as Secretary (voice without vote) to the Association Council and Joint Council.

10.05.05. The Secretary shall perform the duties generally incumbent upon the office and any additional duties prescribed in this Constitution, Bylaws, and Resolutions of this Association.

10.06. *Authorized Signatures*

The Presiding Pastor and the Secretary of this Association shall sign all documents on its behalf, except those pertaining to financial and legal transactions in the business affairs of this Association, which shall be signed by the Chairman of the Board of Trustees and Administrative Assistant to The AALC.⁷

10.07. *The Seminary President*⁸

10.07.01. The Seminary President shall be elected from the ordained members on the Roster of Pastors of this Association, chosen for his commitment to Christ as Savior and

⁷ Amended by Referendum (March 15, 2001)

⁸ Amended by Referendum (March 15, 1991)

Lord and to the divine inspiration, revelation, and inerrancy of the Scriptures; his evidencing the fruit of the Spirit in his life; his pastoral concern; his Spirit-bestowed gifts of wisdom, knowledge, and administrative ability; and his full intention to uphold this Association's Confession (Article III), Purpose (Article V), and Constitution.

- 10.07.02.** Candidates for Seminary President shall be presented by the Nominating Committee and nominations may also be made from the floor by any delegate.
- 10.07.03.** The Seminary President shall be elected by majority vote of the Registered Delegates at the General Convention for a term of four (4) years and may be re-elected without limit.
- 10.07.04.** The Seminary President shall serve primarily as spiritual leader of the Seminary, faculty and students, and shall witness enthusiastically to his faith in Jesus Christ as Savior and Lord, promise to uphold our Confession of Faith (Article III), carry out the Purpose (Article V), and endeavor to promote truth, peace, and order within the Seminary of this Association.
- 10.07.05.** He shall also be responsible for the effective administration of the Seminary.
- 10.07.06.** The Seminary President shall normally call and preside at all meetings of the Seminary Faculty; shall be responsible for the doctrinal purity, evangelical emphasis, and the spiritual concern of all faculty members; and following Matthew 18:15-20, shall exercise discipline of professors and instructors when needed for educational ineptitude, doctrinal defection, or moral failure.
- 10.07.07.** In the event (may God forbid) that the Seminary President should be accused of doctrinal defection, moral failure, or educational ineptitude, the Presiding Pastor shall be responsible for counseling with the Seminary President, and if it seems needful, the Presiding Pastor shall then follow through the step by step procedure of Matthew 18:15-20.
- 10.07.08.** The Joint Council shall have authority to temporarily suspend the Seminary President, and the General Convention shall have the authority to suspend or dismiss the Seminary President for educational ineptitude, doctrinal defection, or moral failure.
- 10.07.09.** If the Seminary President should die, resign, or be unable to serve, the Association Council or the Presiding Pastor, subject to approval by the Association Council, shall appoint a temporary Seminary President until the next General Convention.

10.08. Staggered Elections of Officers⁹

10.08.01. Elections for the above five offices shall be staggered with the Presiding Pastor and Secretary elected the same year; and the Assistant Presiding Pastor, Treasurer, and Seminary President elected at the following General Convention.

**11. Article XI
THE JOINT COUNCIL**

11.01. Membership

There shall be a Joint Council composed of the members of the Association Council and the members of the Board of Trustees. The Presiding Pastor shall serve as chairman, and the Secretary of this Association as secretary.

11.02. Meetings¹⁰

The Joint Council shall meet at least once a year as called and publicized by the Presiding Pastor. Additional meetings may be called by the Presiding Pastor of this Association and must be called when requested by at least one-third of the Association Council or by at least one-third of the Board of Trustees.

11.03. Duties and Responsibilities

11.03.01. The Joint Council shall function as the legislative agency of this Association in the interim between General Conventions in order to deal with situations which necessitate action before the next General Convention. Legislative acts by the Joint Council shall require a majority vote of all its members and must be presented to the next General Convention for review.

11.03.02. The Joint Council shall receive reports and resolutions prepared by the various officers, jurisdictional units, councils, boards, commissions, and committees of this Association and shall, after consideration, transmit them to the General Convention with its recommendations.

⁹ Amended by Referendum (March 15, 1994)

¹⁰ Amended by Referendum (March 15, 1991)

- 11.03.03.** The Joint Council shall consider disagreements which may arise and shall endeavor to resolve differences.
- 11.03.04.** The Joint council, after seeking proper counsel, shall determine whether any officer is unable to serve. If such a decision is challenged, it shall be referred to the next General Convention whose decision shall be final.
- 11.03.05.** The Joint Council, as the interim legislative agency of this Association, shall when requested, interpret the Constitution and Bylaws. Its interpretation shall be reported to the next General Convention for final decision.
- 11.03.06.** Additional duties of the Joint Council shall be those stated in the Bylaws.

12.

**Article XII
THE ASSOCIATION COUNCIL**

12.01. *Membership*

- 12.01.01.** There shall be an Association Council composed of the Presiding Pastor of this Association serving as chairman and tie-breaker and one elected lay representative and one elected pastor from each appropriate jurisdictional unit (as approved by the General Convention).
- 12.01.02.** The members of this Council shall be elected for their commitment to Christ as Savior and Lord, support of this Association's Confession (Article III) and Purpose (Article V) as well as the rest of the Constitution, and evident spiritual "fruit" and gifts of wisdom, knowledge, and administration.
- 12.01.03.** The Assistant Presiding Pastor, Secretary, and Treasurer shall serve on the Council ex officio. The Secretary shall serve as secretary of the Council.
- 12.01.04.** The representatives, laity and pastors, of the Association Council shall be elected by the Regions for a term of four (4) years and may be re-elected once. Terms shall be staggered.

12.02. *Meetings¹¹*

The Association Council shall meet at least once a year as called and publicized by the Presiding Pastor. Additional meetings may be called by the Presiding Pastor of this Association and must be called if requested by at least one-third of the Members of this Council.

¹¹ Amended by Referendum (March 15, 1991)

12.03. *Duties and Responsibilities*

- 12.03.01.** The Association Council shall be responsible for the leadership and supervision of this Association in all spiritual matters not otherwise assigned by this Constitution, Bylaws, or the General Convention. To this end the Association Council shall periodically review the work of this Association and make such recommendations to any jurisdictional unit, board, commission, standing committee, etc. of this Association, as it deems wise.
- 12.03.02.** The Association Council shall consider all matters regarding extra-church and inter-synodical relationships which have been recommended by the appropriate jurisdictional unit, commission, or committee and shall make necessary recommendations to the General Convention. When a change in relationships with other Churches or groups of Churches is to be considered, procedures similar to those prescribed in Article XIX (Amendments) of this Constitution shall prevail.
- 12.03.03.** The members of the Association Council shall be members of the Joint Council (Officers ex officio, except that the Presiding Pastor shall serve as tie-breaker).
- 12.03.04.** The Association Council shall recommend to the General Convention candidates and policies of commissions, standing committees, etc.
- 12.03.05.** The Association Council shall be authorized to give ecclesiastical endorsement and issue calls, where necessary, to pastors serving in specialized ministries.
- 12.03.06.** The Association Council shall act on the application of a pastor to serve any designated inter-synodical or non-synodical Lutheran or non-Lutheran institution, agency, or activity and shall determine by vote whether or not he may serve in this capacity and continue on our Roster of Pastors. The application shall be submitted through the Presiding Pastor of this Association.
- 12.03.07.** The Association Council shall receive, review, and act on recommendations from the Clergy Commission concerning applicants to the Roster of Pastors. Such decisions shall be reported to the next General Convention for final approval.
- 12.03.08.** The Association Council shall act on the recommendation of the Clergy Commission concerning a pastor requesting status as Pastor Emeritus on our Roster of Pastors.

- 12.03.09.** The Association Council shall be responsible for arranging and supervising the referendum from the General Convention to the Congregations¹².
- 12.03.10.** Additional duties of the Association Council shall be those stated in the Bylaws.

13.

Article XIII
THE BOARD OF TRUSTEES

13.01. *Membership*

- 13.01.01.** There shall be a Board of Trustees of ten members of whom at least six shall be laity, and the Presiding Pastor and the Treasurer shall be members ex officio.¹³
- 13.01.02.** The members of the Board of Trustees shall be elected by the Regions for a term of four (4) years and may be re-elected once. Terms shall be staggered.
- 13.01.03.** This Board shall elect a Chairman and a Secretary from its own membership.
- 13.01.04.** Members shall be elected for their commitment to Christ as Savior and Lord, support of this Association's Confession (Article III) and Purpose (Article V) as well as the rest of the Constitution, and evident spiritual "fruit" and gifts of wisdom, knowledge, and administration, so that the business affairs of this Association may be conducted from a spiritual perspective with priority given to devotions and inspiration at each meeting.

13.02. *Meetings*

- 13.02.01.** The Board of Trustees shall meet at least once each year as called and publicized by the Chairman of the Board or the Presiding Pastor.¹⁴
- 13.02.02.** Additional meetings shall be called by the Chairman as often as the business of this Association may require, or at the request of the Presiding Pastor of this Association or of at least one-third of the members of this Board.

¹² Amended by Referendum (March 15, 1991)

¹³ Amended by Referendum (March 15, 1994)

¹⁴ Amended by Referendum (March 15, 1991)

13.03. Duties and Responsibilities

The Board of Trustees shall have charge of the general management and business affairs of The American Association of Lutheran Churches.

13.03.01. Property Transactions

In the performance of these duties this Board is authorized and empowered to purchase or otherwise acquire title to real estate for and on behalf of The American Association of Lutheran Churches; to act on behalf of the various jurisdictional units, commissions, etc., after receiving their recommendations, in the buying and selling of property; to borrow money on behalf of this Association or any of its jurisdictional units, commissions, etc.

This Board shall be responsible for the investment of the endowment and other investment funds of this Association; to buy and sell bonds, stocks, and other securities; to receive gifts, legacies, and devises on behalf of this Association or manage, or dispose of them; to have full power to manage, this Association (Article V) all properties entrusted to it; and to secure and defend the property-rights of this Association by the process of law.

13.03.02. Procedures and Relationships

Procedures in performing these duties, delegation of responsibilities, and relationship of the Board of Trustees to separately owned institutions, irrespective of type of ownership, shall be as defined in the Constitution and Bylaws.

13.03.03. Periodic Review

The Board of Trustees shall periodically review the financial condition, policies, practices, and operations of all components of this Association. If in the judgement of the Board of Trustees any such policy, practice, or operation is detrimental to the Purpose of this Association (Article V), it shall, in writing, point out such matters to those concerned. In the event agreement cannot be reached, those involved may submit the matter to the Association Council.

13.03.04. Financial Control

The Board of Trustees shall require jurisdictional units, commissions, standing committees, etc. which receive budgetary support to make such adjustments in their programs as may be necessary to insure that expenditures for current operations shall not exceed receipts for the current fiscal month.

13.03.05. Auditors et al

The Board of Trustees shall make arrangements for auditors and other necessary employment and, as needed, prepare job descriptions.

13.03.06. *Salaries*

The Board of Trustees shall recommend to the Joint Council the remuneration of the officers and other employees of this Association, provided such remuneration is deemed necessary, subject to approval by the General Convention.

13.03.07. *Authorized signatures*¹⁵

The Chairman or Vice-chairman of the Board of Trustees and the Administrative Assistant to The AALC shall sign on behalf of The American Association of Lutheran Churches all documents pertaining to the management and control of the business affairs of this Association.

13.03.08. *Membership in the Joint Council*

The members of the Board of Trustees shall be members of the Joint Council.

14.

**Article XIV
THE CLERGY COMMISSION**

14.01. *Membership*

14.01.01. Five pastors and two laity shall be elected by the General Convention for their dedication to Christ, their commitment to the inerrancy of the Scriptures, their support of the principle of congregational authority, and their theological competency.

14.01.02. Members of the Clergy Commission shall be elected by majority vote of the Registered Delegates at the General Convention for a term of four years and may be re-elected once. Terms shall be staggered.

14.02. *Subscription*

In accepting election to the Clergy Commission, each member shall be asked to wholeheartedly subscribe to the Confession of Faith (Article III) and Purpose (Article V).

14.03. *Roster of Pastors*

The Clergy Commission shall be in charge of recommending to the Association Council (cf. 12.03.07.) seminary graduates for call and ordained pastors and pastors emeriti to the Roster of Pastors of this Association.

14.04. *Responsibility*

¹⁵ Amended by Referendum (March 15, 2001)

The Clergy Commission shall have the high task of maintaining loyalty to the Confession of Faith (Article III) and of guiding implementation of the purpose (Article V) in and through all officers, councils, boards, commissions, committees, etc.

14.05. Authority

The Clergy Commission shall be expected to bring concerns of loyalty to the Executive Committee, the Association Council and/or the General Convention as such concerns seem appropriate.

**15. Article XV
JURISDICTIONAL UNITS**

15.01. Boundaries¹⁶

The boundaries of the jurisdictional units shall be worked out by the Executive Committee in cooperation and consultation with the Joint Council and the congregations involved and shall be approved by the General Convention.

15.02. Membership Requirements

Requirements for a congregation's membership in a jurisdictional unit shall be identical with membership in The American Association of Lutheran Churches:

- 15.02.01.** Subscription to the confession of Faith (Article III) and statement of Purpose (Article V);
- 15.02.02.** Acceptance of this Constitution and its Bylaws;
- 15.02.03.** Participation in the program of activities approved by the General Convention.

**16. Article XVI
MEDIATION AND APPEALS¹⁷**

¹⁶ Amended by Referendum (March 15, 1994)

16.01. *Preface*

Even within the Body of Christ, there will unfortunately arise disputes and disagreements. In keeping with Scripture, the Association has set forth a process to see that such instances are mediated and resolved in an orderly and Christian manner. This process calls upon all Association Congregations, Pastors, and judicatories to operate under a spirit of integrity, mercy and reconciliation, and to seek resolution at the level of the Association's structure closest to the dispute.

16.02. *Statement of Principles*

The resolution of disputes in a Christian manner is commanded by our Lord in Scripture. He also gives the proper procedure to resolve disputes which deal with a person's faith and salvation. Many disputes evolve from issues such as personal behavior or doctrinal differences, which can directly relate to the faith and/or salvation of the involved parties. The faith and salvation of one's soul is of paramount importance according to the Word of God: "Son of man, I have made you a watchman for the house of Israel; so hear the word I speak and give them warning from Me. When I say to a wicked man, 'You will surely die', and you do not warn him or speak out to dissuade him from his evil ways in order to save his life, that wicked man will die for his sin, and I will hold you accountable for his blood. But if you do warn the wicked man and he does not turn from his wickedness or his evil ways, he will die for his sin; but you will have saved yourself." (Ezekiel 3:17-19) Therefore, let TAALC deal with such disputes with all seriousness, laying a foundation of reasonable guidelines for the resolution of these matters.

Concerning matters of a personal nature, God gives an example of immorality in I Corinthians Chapter 5. This is a sin of a personal nature which can destroy faith and put salvation in jeopardy. Any sin can lead to this, but God speaks specifically of those personal actions which bar a person from the Kingdom if not dealt with by a penitent heart. One illustrative passage (there are several) is found at Revelation 22:12-15: "And behold, I am coming quickly, and My reward is with Me, to give to everyone according to his work. I am the Alpha and the Omega, the Beginning and the End, the First and the Last. Blessed are those who do His commandments, that they may have the right to the tree of life, and may enter through the gates into the city. But outside are dogs and sorcerers and sexually immoral and murderers and idolaters, and whoever loves and practices a lie."

Disputes may also evolve when procedure and order are put into question. These in themselves are not generally disputes which have to do with the faith and salvation of one's soul. They can best be resolved by practical measures, and by abiding with and respecting the procedures put into place by diligent, loyal, God-fearing men- or taking the proper steps, in good order, to change those procedures which are shown wanting. It is only when disputes over procedure and

¹⁷Amended by Referendum (March 15, 1998)

order lead to strife, tensions, slander, etc., that we are placed in situations in which the faith and salvation of those involved can be placed at risk. This situation is described in Galatians 5:19-20: "Now the works of the flesh are evident, which are: Adultery, fornication, uncleanness, licentiousness, idolatry, sorcery, **hatred, contentions, jealousies, outbursts or wrath, selfish ambitions, dissension, heresies, envy**, murders, drunkenness, revelries and the like; of which I tell you beforehand just as I also told you in time past, that those who practice such things will not inherit the Kingdom of God." (Emphasis added). May God give us patience in resolving procedural disputes, that sin would not result.

We can also become embroiled in disputes which stem from doctrinal issues. Scriptural doctrines are restated by TAALC in governing statements of principle which the Association shall not compromise. They include: A Declaration of Faith; The Charter of TAALC; Articles III-V of The Constitution of TAALC; Statement on Gifts of the Spirit; Statement on the Holy Spirit and His Gifts; Statement on the Doctrine of the Word; Gospel and Scripture; and A Statement of Scriptural and Confessional Principles. God's Word supports this righteous adherence to sound doctrine: "All Scripture is given by the inspiration of God, and is profitable for doctrine, for reproof, for correction, for instruction in righteousness" (II Timothy 3:16); and "Preach the Word, ready in season and out of season. Convince, rebuke, exhort with all long suffering and teaching. For the time will come when they will not endure sound doctrine, but according to their own desires, because they have itching ears, they will heap up for themselves teachers; and they will turn their ears away from the truth, and be turned aside to fables." (II Timothy 4:2-4). In compromising pure doctrine, we are lead to disunity and, potentially, to the destruction of faith and salvation. Therefore, if a person supports and teaches doctrine which is in conflict with that adopted and upheld by TAALC, the matter must be addressed with all seriousness and urgency.

In all the aforementioned cases of dispute, TAALC is and must be concerned only about the preservation of faith and salvation, dealing always with such matters with the love and compassion commanded by the Word: first exhausting all mediatorial efforts and then- and only then- resorting to such further proper procedures as are set forth in this Article.

16.03. MEDIATION

- 16.03.01.** Within the Congregation: In the event that there are disputes within the Congregation, the rules set forth by the Constitution and By-Laws of the individual Congregation shall be followed. In the event that the Pastor or Congregation believe that conflict mediation would be useful, they may seek voluntarily (within the rules of that Congregation) the intervention of the Regional Pastor for that Region of the Association. The Regional Pastor may, at his discretion, involve other lay or clergy parties as he judges are necessary to provide best counsel to the participants. The use of appropriate Christian counseling and mediation is to be encouraged.
- 16.03.02.** Outside the Congregation but Within the Region: In the event that there are disputes outside of the Congregation but within the Region (e.g., concerning issues between Congregations of a Region, or between a Congregation and the Regional Pastor), there shall exist **Regional Mediation Boards (RMB)** within each Region of the Association which shall be charged with Regional intervention and dispute mediation. The duties of the RMBs are not appellate in nature; rather

they shall seek to resolve disputes and pursue reconciliation between the parties to obviate the need for more formal judicial proceedings. Parties are strongly encouraged (although not required) to seek the services of their RMB before bringing any such issue before any judicatory of the Association for redress.

16.03.02.01. *Membership: Each Region must have in place by January 1, 1999, a duly constituted Regional Mediation Board. The Regional Mediation Board shall be selected according to procedures set by each Region, and may be either elected or appointed by the member Congregations of that Region, as each Region chooses. The Regional Board shall preferably consist of five (5) highly qualified members, three (3) of whom shall be ordained Association Pastors from the Region. In each hearing, lots will be drawn to select three (3) members to hear the dispute. The others will become alternates, to be available in the event one or two cannot serve for any reason, or are challenged by either disputant. The Joint Council and Appeals and Adjudication shall be regularly provided with a current listing of Regional Mediation Board members by each Regional Pastor or his designee. Terms and term limitations shall be as set by each Region.*

16.03.03. Inter-Regional or National: In the event that there are disputes outside of the Region (for example, involving a dispute between a Congregation and a national Commission or Executive Officer, or between individual members of a national judicatory), there shall exist a **National Mediation Board (NMB)** which shall be charged with intervention and dispute mediation. The duties of the NMB are not appellate in nature; rather they shall seek to resolve disputes and pursue reconciliation between the parties to obviate the need for more formal judicial proceedings. Parties are strongly encouraged (although not required) to seek the services of the NMB before bringing any such issue before any judicatory of the Association for redress. However, no inter-Regional or national dispute may be brought before the Board of Appeals and Adjudication until and unless the NMB has been consulted in the matter and been given the opportunity to apply its full abilities to arbitration of the matter. That is, the Appeals and Adjudication will not consider any such appellate issue until presented with evidence that the NMB has been allowed to first intervene in the matter.

16.03.03.01. *NMB Membership: The NMB shall consist of 5 qualified individuals, appointed by the Joint Council. In each hearing, lots will be drawn to select three to hear the dispute. The other two will become alternates, to be available in the event one or two cannot serve for any reason, or are challenged by either disputant. Three members shall be ordained Association Pastors, and two shall be lay persons. The members of the NMB shall be appointed for 3 year staggered terms, and may serve no more than 2 consecutive terms. The NMB shall make regular reports to the Joint Council, and shall be provided with financial resources sufficient to carry out their tasks as deemed appropriate by the Joint Council. The NMB shall not make release of any information related to the particular disputes with which they are involved to any party except the Joint*

Council and the disputants unless specifically authorized to do so in advance by the Joint Council. Violation of this trust constitutes grounds for immediate removal from the NMB.

16.04. Appeals and Adjudication

In the event that any judicatory of the Association has rendered a decision on an issue with which a party disagrees, there shall exist an orderly procedure for appeal and adjudication of the matter.

16.04.01. Within the Congregation: Decisions rendered by the Congregation concerning issues within the Congregation (e.g., disputes between members of a Congregation or between Pastor and Congregation) shall be considered final and not subject to appeal. Again, parties are strongly encouraged to involve the Regional Pastor in the mediation of such issues whenever feasible.

16.04.02. Outside the Congregation but Within the Region: Intra-Regional issues which involve disagreement over the decisions rendered by Regional Officers (e.g., decisions concerning issues between Congregations of a Region or between a Congregation and the Regional Pastor) must be referred to that Region's standing Regional Mediation Board for mediation. Should the disputants still desire to appeal such decisions following exhaustion of the Regional Mediation Board's efforts, they may appeal to the Appeals and Adjudication, within the following rules:

16.04.02.01. No decision of this type will be accepted on appeal by Appeals and Adjudication unless and until evidence is presented indicating that the Regional Mediation Board has been given the opportunity to mediate the matter.

16.04.02.02. The Appeals and Adjudication may elect not to hear a matter which has been previously resolved equitably in the judgment of the responsible Regional Mediation Board; in such a case, the regional decision in question is deemed final and binding.

16.04.03. Inter-Regional or National Issues: Decisions rendered by national judicatories of the Association may be appealed to the Board of Appeals and Adjudication, within the following rules:

16.04.03.01. No appeal of any decision will be accepted for consideration by Appeals and Adjudication until and unless the appellant has presented a chronology detailing the attempts made to resolve the disputed issue at each successive level of the Association (e.g., personal discussion, use of the NMB, etc.).

16.04.03.02. The Appeals and Adjudication may decline to rehear any issue, leaving the decision previously rendered final, binding, and (unless the decision to not rehear is overruled by the Joint Council under 16.04.03.03 herein) subject only to appeal to the General Convention. No decision may be appealed to the General Convention without a compelling showing by the Appellant that the decision rendered upon prior appeal erred substantively and significantly in fact or law. This standard is intentionally set very high, and such appeals should be considered matters of grave significance.

16.04.03.03 Decisions rendered by Appeals and Adjudication upon appeal (including decisions to NOT rehear a matter) shall be presented to the Joint Council for ratification by majority vote. If the Joint Council fails to ratify a decision of the Appeals and Adjudication issued on rehearing, then the decision under appeal rendered previously by a judicatory shall be considered final and binding. The Joint Council can direct the Appeals and Adjudication to rehear a matter which Appeals and Adjudication has rejected.

No further appeal is possible except to the General Convention, as set forth in 16.04.03.02. above. The Joint Council is directed to, at all times, afford the decisions of the Appeals and Adjudication the highest weight and to deem such decisions presumptively valid and subject to overrule only for most serious errors in fact or law.

16.04.03.04. Membership: The Appeals and Adjudication shall consist of 11 highly qualified members, six of whom shall be ordained Association Pastors and five of whom shall be lay members of Association Congregations. Members of the Appeals and Adjudication shall be elected by majority vote of the Registered Delegates at the General Convention for a term of four (4) years and may be re-elected once. Terms shall be staggered. No member of the Appeals and Adjudication may concurrently serve on any other national judicatory, with the exception of the Joint Council. The National Nominating Committee shall present a slate of candidates for the Appeals and Adjudication, and further nominations may be made from the floor. The Appeals and Adjudication shall elect a Chairman and such other officers as it deems necessary from its own ranks. The Appeals and Adjudication shall not make release of any information related to the particular disputes with which they are involved to any party except the Joint Council and the disputants unless specifically authorized to do so in advance by the Joint Council. Violation of this trust constitutes grounds for immediate removal from the Appeals and Adjudication. Unexpired terms on the Appeals and Adjudication vacated due to death, resignation or removal shall be filled in a timely fashion by appointment by the Joint Council, after advance consultation with the remaining membership of the Appeals and Adjudication.

**17. Article XVII
BYLAWS**

17.01. *Necessity and Agreement*

The American Association of Lutheran Churches may adopt such by-laws as may be found necessary. No Bylaw shall conflict with this Constitution.

17.02. *Proposal of Bylaw Amendments*

Amendments to the Bylaws to this Constitution may be proposed at any convention of this Association.

17.03. *Procedure*

17.03.01. The proposed bylaw-amendment shall be presented for consideration by the convention at a time designated by the Presiding Pastor and in accordance with procedures prescribed in the Bylaws.

7.03.02. At least one day shall elapse between its first presentation and convention action.

17.03.03. A simple majority of the Registered Delegates shall be required to approve amendments for the Congregational Referendum¹⁸.

17.04. *Referendum*

Amendments to Bylaws shall be ratified by a simple majority of congregations voting in a congregational referendum.

**18. Article XVIII
CONSTITUTIONAL AMENDMENTS**

18.01. *Confession of Faith*

The doctrinal basis and confessional subscription of The American Association of Lutheran Churches (Article III) shall be unalterable. No amendments and no interpretive footnotes shall be added. Moreover no amendments to this Constitution shall conflict with Article III or Article V (Purpose).

18.02. *Proposed Amendment*

¹⁸ Amended by Referendum (March 15, 1991)

- 18.02.01.** A proposed amendment to this Constitution shall be presented in writing to the Presiding Pastor of this Association at least ninety days before the General Convention and must have the authorization and signatures of at least one Member Congregation.
- 18.02.02.** The Presiding Pastor shall have the proposed amendment prepared in proper form with the approval of those proposing the amendment (concerning the wording and intent of the amendment). The Presiding Pastor shall arrange to publish the proposed amendment in the official publication(s) of this Association at least thirty days prior to the General Convention.
- 18.02.03.** If the proposed amendment receives the favorable majority vote of the total number of Registered Delegates, it shall be referred with a full and open disclosure of relevant information to each voting congregation of The American Association of Lutheran Churches.
- 18.02.04.** Each congregation shall have one ballot, due at a reasonable date, stated in the information accompanying the ballots. Following a proper congregational meeting, the ballot shall be marked, sealed, and sent to the Secretary of this Association. After all returns have been received, a committee of seven (elected by the Association Council) shall count the ballots and report in writing the results to the Presiding Pastor.
- 18.02.05.** If a majority of the ballots cast favor adoption of the amendment, the Presiding Pastor shall immediately declare it adopted through notice in the official Association periodical(s), whereupon the amendment shall become effective. The Presiding Pastor shall include notice of its adoption in his report to the next General Convention of this Association.
- 18.02.06.** If the proposed amendment is not adopted, the Presiding Pastor shall so state in a notice published in the official Association periodical(s) and in his report to the next General Convention of this Association.

19.

Article XIX
RELATIONSHIP TO ARTICLES OF INCORPORATION

Wherever a provision of this Constitution may conflict with the "Articles of Incorporation of The American Association of Lutheran Churches" (March 23, 1987) and/or the "Bylaws of The American Association of Lutheran Churches" (April 29, 1987), this Constitution shall prevail. The Joint Council shall, as soon as feasible, present the conflict to the General Convention for a

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decision.

BYLAWS
of
THE AMERICAN ASSOCIATION OF LUTHERAN CHURCHES

B01.

PART I
JURISDICTIONAL UNITS¹⁹

B01.01. *Regions***B01.01.01.** The Joint Council shall be responsible for recommending to the Member Congregations geographical affiliations called Regions.**B01.01.02.** The Joint Council shall send its findings and recommendations to the Member Congregations involved for evaluation and response.**B01.01.03.** The Joint Council shall present to the General Convention a design of geographical Regions.**B01.01.04.** Upon approval by a simple majority vote of the Registered Delegates of the General Convention, the design shall be approved or disapproved by a majority of the voting Member Congregations in a referendum of all Member Congregations of this Association.**B01.01.05.** Congregations of The AALC shall have the right to apply to join a Region of their choosing, and Regions shall have the right to receive and act upon such applications.**B01.02.** *Regions in Assembly***B01.02.01.** The Congregations within a Region may authorize the Region in Assembly or caucus to elect its own Regional Pastor, Regional Chairman, Regional Mission Developer, and other officers as well as its own Representative to the Nominating Committee, to the Association Council, and when appropriate, to the Board of Trustees.**B01.02.02.** Regions shall abide by the Constitution of The AALC but shall have the right to formulate their own By-laws and to exercise such authority as delegated to them by the Regional Member Congregations insofar as such authority is consistent with the Constitution of The AALC.

¹⁹ Amended by Referendum (March 15, 1991)

B01.03.*Regional Chairman*

B01.03.01. The Regional Chairman shall be elected by the Regional Assembly.

B01.03.02. The Regional Chairman shall be responsible for calling, publicizing, and presiding at Regional Assemblies and such other duties as may be assigned by the Region.

B01.04.*Regional Pastor*

B01.04.01. The Regional Pastor, if any, shall be elected from the ordained members of the Roster of Pastors by the Regional Assembly.

B01.04.02. The Regional Pastor, if any, shall be in contact with the office of the Presiding Pastor of The AALC, so as to be able to provide names of pastoral candidates to congregations seeking a pastor.

B01.04.03. The Regional Pastor, if any, shall be responsible for providing counsel to parishes in the call-procedure upon request by the Congregation(s).

B01.04.04. In consultation with the Presiding Pastor of The AALC, upon then request of the Congregation(s), the Regional Pastor shall be responsible for installation of Pastors.

B01.04.05. The Regional Pastor, if any, shall have such further duties as the Congregations of the Region may determine through their Regional Assembly or Caucus.

B01.05.*Regional Mission Developers*

B01.05.01. Regional Mission Developers, if any, shall be elected by the Regions.

B01.05.02. Regional Mission Developers shall be responsible for responding to inquiries concerning The AALC and for seeking opportunities to initiate fellowship groups and new congregations.

B01.05.03. Regional Mission Developers shall report activities as requested by the Commission for American Missions, the National Home Mission Developer, the Presiding Pastor of The AALC as well as the Region, the Association Council, and the General Convention.

B01.05.04. Regional Mission Developers shall function in cooperation with the National Home Mission Developer.

B01.06. *Cooperation*

The Regions are encouraged to include and cooperate with neighboring conservative and confessional Lutheran congregations and pastors in fellowship and evangelism-planning and outreach.

B02.

**Part II
DELEGATES TO THE GENERAL CONVENTION**

B02.01. *Member-Congregations*

The Voting Members of the General Convention shall consist of Delegates representing the MEMBER CONGREGATIONS of the American Association of Lutheran Churches.

B02.02. *Member-Pastors*

The Voting Members of the General Convention shall also consist of PASTORS and ASSOCIATE PASTORS on the Roster of Pastors (see B10.01. and B10.03. only) of The American Association of Lutheran Churches who are serving Lutheran Congregations (Member or Affiliated Congregations).

B02.03. *Associate Congregations*

Congregations holding selective and hence non-voting membership in this Association shall be classified as ASSOCIATE CONGREGATIONS and may send representatives, one per one hundred confirmed members, to caucus with other Associate Congregations to elect a number of representatives of Associate Congregations as recommended by the Association Council and stipulated by the General Convention.

B02.04. *Other Pastors*

Pastors holding selective and hence non-voting membership in this Association shall be classified as "OTHER PASTORS" and may attend the General Convention to caucus with "OTHER PASTORS" to elect a number of representatives as recommended by the Association Council and stipulated by the General Convention.

B02.05. Associate Members

Upon subscribing in writing to the Confession of Faith (Article III) and the statement of Purpose (Article V), assenting to this Constitution and Bylaws, affirming to be a communing member of a Lutheran congregation, and contributing personally by record annually to this Association, individuals may hold membership in this Association, shall be classified as "ASSOCIATE MEMBERS," and may attend the General Convention to caucus with other Associate Members to elect a number of representatives as recommended by the Association Council and stipulated by the General Convention.

B02.06. Prospects

Congregations in the process of withdrawing from another Lutheran judicatory, mission-fellowships, unincorporated mission-congregations, and congregations in the process of forming and incorporating shall be termed "PROSPECTS". The Association Council may recommend provisional representation to such congregations and mission-fellowships or may recommend a number of representatives from a caucus of such congregations and mission-fellowships. In either case such recommended representation shall be stipulated by the General Convention.

B03.

**Part III
GENERAL CONVENTION**

B03.01. Meetings

The General Convention shall meet biennially, time and place to be determined by the previous General Convention and publicized by the office of the Administrative Assistant to The AALC.

B03.02. Representation

B03.02.01. Member congregations are entitled to one representative per 50 confirmed members plus the pastor(s) serving Member Congregations.

B03.02.02. Associate Members and Associate Pastors are entitled to caucus and elect representatives as directed by the Association Council and approved by the General Convention.

B03.02.03. The General Convention may choose to recognize and grant representation to Prospects (Congregations seriously considering affiliating with The American Association of Lutheran Churches), Pastors in extended ministries, unorganized fellowships without constitutions, and unincorporated mission congregations.

B03.03. Voice and Vote

BO3.03.01. All Members of this Association, Laity and Pastors, are entitled to speak.

to bring a committee's or commission's resolution and/or nomination to the floor of the General Convention.²⁰

B04.02. *General Duties and Responsibilities*

- B04.02.01.** Establish the general policies for the Commission in harmony with this Association's Purpose (Article V).
- B04.02.02.** Supervise the administration of the work of the Commission.
- B04.02.03.** Perform such additional duties as are necessary to fulfill the objective(s) of the Commission.
- B04.02.04.** After the General Convention has given approval, each Commission shall determine the purchase, rental, or sale of equipment and properties necessary to fulfill its objective(s), subject to the prior approval of the Board of Trustees, who shall execute the necessary papers for the buying, selling, or renting or property and equipment.

B04.03. *Commission for Evangelism*

- B04.03.01.** There shall be a Commission for Evangelism whose objective shall be to proclaim and propagate the eternal Gospel of Jesus Christ to the lost and weary of this world and to provide for renewal within the congregations of The American Association of Lutheran Churches.
- B04.03.02.** The Commission for Evangelism shall seek ways to attractively and persuasively present the Gospel of Jesus Christ in and through congregations and among the un-reached. This shall include training and providing materials and opportunities for training pastors and their congregations in personal evangelism methods.
- B04.03.03.** It shall be the responsibility of this commission to call those who are so gifted as to serve as evangelists and organize programs of evangelism throughout The American Association of Lutheran Churches' congregations, conferences, and regions.
- B04.03.04.** This Commission shall encourage and help existing congregations reach out to all un-churched people in the entire community regardless of race, economic standing, religious background, or other circumstances, in order that they may be brought under the power of the Gospel of Jesus Christ and be won for Him and

²⁰Amended by Referendum (March 15, 1996)

His Kingdom.

B04.04. *The Commission for American Missions*

There shall be a Commission for American Missions with the following objectives:

- B04.04.01.** Bring the Gospel to un-reached communities of the United States and its territories and of Canada and establish new congregations.
- B04.04.02.** Provide strategy and training for planting and nurturing new congregations.
- B04.04.03.** Encourage established congregations to adopt, initiate, and provide resources for new missions and congregations.

B04.05. *The Commission for World Missions*²¹

- B04.05.01.** There shall be a Commission for World Missions whose objectives shall be to help carry out the Lord's command to bring the Gospel to all nations.
- B04.05.02.** Its particular responsibility shall be in those areas beyond the United States and its territories and of Canada where indigenous churches are to be established and developed.
- B04.05.03.** The Commission for World Missions shall call missionaries and provide for their specialized training, direct their work, and take such additional steps as are necessary to carry out the objectives of this Commission.

B04.06. *The Commission for Higher Education*²²

B04.06.01. Purpose and Duties

The purpose of the Commission for Higher Education (CHE) shall be to oversee the business of American Lutheran Theological Seminary (ALTS) on behalf of The AALC and in accordance with The AALC Constitution and By-laws.

The duties of the Commission for Higher Education shall include, but not be limited to:

- B04.06.01.01.** In coordination with the Joint Council, determining the vision and ministry of the Seminary.

²¹ Amended by Referendum (March 15, 1991)

²² Amended by Referendum (March 15, 1998)

- B04.06.01.02.** Maintaining the operational integrity and vitality of the Seminary.
- B04.06.01.03.** In coordination with the Board of Trustees, conducting appropriate and delegated fiscal business of the Seminary, including:
- B04.06.01.03.01.** Developing and recommending an annual budget to be presented to the Board of Trustees for inclusion in The AALC budget proposals.
 - B04.06.01.03.02.** Establishing Seminary tuition and fees.
 - B04.06.01.03.03.** Overseeing regular, occasional and special fiscal obligations of the Seminary, including paying salary for faculty and staff.
 - B04.06.01.03.04.** Establishing and maintaining fund raising policies and activities for the Seminary.
 - B04.06.01.03.05.** Establishing and maintaining endowments to provide ongoing support of the Seminary.
 - B04.06.01.03.06.** Establishing professional and staff position definitions and compensation and benefit schedules.
- B04.06.01.04.** Receiving and making recommendations on applications for all full-time Seminary faculty positions. Successful candidates for faculty positions shall be approved by the Clergy Commission and presented to the Joint Council for nomination and ballot at the next AALC General Convention.
- B04.06.01.05.** Oversee all personnel activities, including but not limited to:
- B04.06.01.05.01.** Developing position classifications and descriptions.
 - B04.06.01.05.02.** Conducting performance evaluations.
 - B04.06.01.05.03.** Making recommendations to the Joint Council on promotion, sabbatical leave and remuneration for all Seminary positions.
- B04.06.01.06.** Representing the Seminary to the Joint Council.
- B04.06.01.07.** Delegating to the faculty and administration of ALTS the authority to fulfill their appropriate roles and responsibilities.
- B04.06.01.08.** Receiving reports from the President, administration and faculty of the Seminary on the fulfillment of their responsibilities:

- B04.06.01.08.01.** Prior to the General Convention, the Commission for Higher Education shall request written reports from the President and administration of ALTS. These reports shall be included with the written reports of the Commission for Higher Education and submitted to the Joint Council prior to General Convention.
- B04.06.01.08.02.** As situations warrant, the Commission for Higher Education may request general special and/or oral reports from the President, Faculty or Administration. A summary of these reports shall also be included in all written reports to the Joint Council.
- B04.06.01.09.** Submitting periodic reports to the Joint Council as requested by the Joint Council.
- B04.06.02.** **Organization of the Commission**
- B04.06.02.01.** Size of Commission:
- The Commission for Higher Education shall consist of a total of seven voting members.
- B04.06.02.02.** The Commission shall consist of the following voting members:
- B04.06.02.02.01.** Assistant Presiding Pastor
- B04.06.02.02.02.** Three (3) lay and three (3) clergy to be elected by majority vote of the Registered Delegates at the General Convention, with the proviso that no more than two (2) voting members be from any given region.
- B04.06.02.03.** The President of ALTS will be an advisory member, and a member of the Commission for Doctrine and Church Relations (CDCR) appointed by the Joint Council will be advisory member. They shall have voice but are, but are not eligible to vote or to serve as a Commission officer.
- B04.06.02.04.** Election and Term of Office for Commission Members:
- B04.06.02.04.01.** The Assistant Presiding Pastor shall serve during his term.
- B04.06.02.04.02.** An elected member of the Commission for Higher Education shall serve a four (4) year term and may be re-elected once. Terms shall be staggered.
- B04.06.02.05.** Conduct of Business:

- B04.06.02.05.01.** Officers - The Commission for Higher Education shall annually elect a Chairman and Secretary from the members of the Board.
- B04.06.02.05.02.** Quorum - The business of the Commission shall be conducted only after all members have been notified. A quorum shall consist of at least four (4) members including the Officers.
- B04.06.02.05.03.** Robert's Rules of Order - All business of the Board shall be conducted in accordance with Robert's Rules of Order, or in a manner agreed to by all.
- B04.06.02.05.04.** Minutes - The Secretary of the Commission shall keep accurate minutes of all meetings. These minutes shall be kept as a permanent record of the business of the Commission. All minutes of the Commission for Higher Education shall be published and mailed to the members no more than 15 days after any meeting. Copies shall be forwarded to the Executive Committee and National Office and shall be made available to anyone upon request. These minutes shall be included in the report of the Commission for Higher Education to the Joint Council and General Convention.
- B04.06.02.05.05.** Meetings - The Commission for Higher Education shall meet at least once a year as called by the Chairman. The CHE shall have its own budget as a line item in the Seminary budget. All reasonable costs for Commission members' travel and lodging in fulfillment of their duties shall be reimbursed by the CHE budget.
- B04.06.02.05.06.** Special meetings:
- B04.06.02.05.06.01.** Called - Additional meetings may be called by at least three members. The President of the Seminary may request the Chairman or Commission members to call a meeting. Advance notice of fourteen (14) days shall be afforded all members before any business may be conducted, unless unanimously waived by the members of the Commission for Higher Education.
- B04.06.02.05.06.02.** Authorization of Meeting by Conference Call - Scheduled or called meetings may be conducted by telephone conference call. The Secretary shall take minutes of such meetings and distribute in the manner prescribed above. Advance notice of seven (7) days shall be afforded all members before any business may be conducted by conference call, unless unanimously waived by the members of the Commission for Higher Education.

B04.06.02.05.06.03. Closed meetings - Closed meetings of the Commission for Higher Education are restricted to the following:

B04.06.02.05.06.03.01. When a suit has been brought against the Commission as a whole, against a member of the Commission for actions taken in fulfillment of his duties on the Commission or against The AALC as a whole.

B04.06.02.05.06.03.02. When the Commission must consider evidence relating to disciplinary action against the Seminary President, Faculty or Administration of the Seminary.

B04.06.02.05.06.03.03. Meetings during which nominations for board members or faculty are under consideration.

B04.06.02.06. Budgeted Expenses:

The CHE shall have a budget which includes expenses for travel, lodging, telephone (including conference calls), administrative/office costs, and publication of reports. The Chairman of CHE will be responsible for establishing and operating the Commission within its budget.

B04.07. *The Commission for Parish Education*

B04.07.01. There shall be a Commission for Parish Education whose objectives shall be to assist the congregations of this Association in the Christian nurture and instruction of young and old through the formal educational agencies of congregations, such as the Sunday School, Vacation Bible School, Weekday Church School, and Catechetical Classes.

B04.07.02. To this end the Commission for Parish Education shall study and recommend doctrinally sound materials for the educational agencies of the congregations.

B04.08. *The Commission for Publications*

There shall be a Commission for Publications whose objective shall be to publish and promote literature that proclaims the living God, Jesus as Savior and Lord, and inerrancy and relevancy of the sacred Scriptures in a way that calls sinners to repentance and enables Christians to discover, develop, and use the fruit and gifts of the Spirit beneficially.

B04.09. *The Commission for Charities*

There shall be a Commission for Charities whose objective shall be to enable Christian love to express itself in effectively helping those in need.

B04.10. *The Commission for Pensions*

There shall be a Commission for Pensions whose objective shall be to provide major medical insurance and a pension plan for employees, pastors and laity, of this Association and its congregations.

B04.11. *The Commission for Women*²³

B04.11.01. There shall be a Commission for Women consisting of one representative woman from each Region, to serve on the Commission for the Women of The American Association of Lutheran Churches. This Commission shall provide for election of the Officers of the Women of this Association.

B04.11.02. This Commission voluntarily and eagerly submits to the direction and guidance of the Association Council to which Association Council this Commission shall by choice be responsible.

B04.11.03. This Commission shall be responsible for supporting the Women of this Association in their Christian commitment, study, and work in local congregations, promoting area-activities (Regions), and for conducting national assemblies for the Women of this Association.

B04.11.04. The Representatives shall be elected by the Regions to a four (4) year term and may be re-elected once. Terms shall be staggered.

B04.12. *The Commission for Youth Activities*²⁴

B04.12.01. There shall be a Commission for Youth Activities with one Representative elected by each Region. The Commission shall appoint one Pastoral Advisor. This Commission itself shall provide for election of the Officers of the Youth Activities Commission of this Association.²⁵

The Representatives shall be elected by the regions for a four (4) year term and may be re-elected once. Terms shall be staggered.

B04.12.02. The primary objective in all youth activities shall be to encourage the youth of this Association in Christian faith, growth, service, and fellowship, and to interest the un-churched and the unconverted.

B04.12.03. This Commission shall plan and supervise youth gatherings at a national level,

²³ Amended by Referendum (March 15, 1991)

²⁴ Amended by Referendum (March 15, 1991)

²⁵ Amended by Referendum (March 15, 2005)

help to identify Bible Camps which clearly and persuasively witness to Jesus as Savior and Lord, and seek out qualified Youth Workers, who are openly committed to Christ to serve in this Association, locally, regionally, and nationally.

B04.13. *The Commission on Doctrine and Church Relations*²⁶

B04.13.01. There shall be a Commission on Doctrine and Church Relations (abbreviated CDCR) whose objective shall be to provide guidance to the Association in matters of doctrine and church-relations.

B04.13.02. The CDCR shall consist of three pastors, and two laity of the Association, all five nominated by the Nominating Committee and elected by majority vote of the Registered Delegates at the General Convention, plus the Presiding Pastor and the President of the Seminary as full voting members of the CDCR.

B04.13.03. The five (5) elected Commission members shall be elected for a term of four (4) years and may be re-elected once. Replacements to fill an unexpired term shall be elected by the Joint Council. If the term unexpired is more than one (1) year it shall be considered a full term. Terms shall be staggered.

B04.13.04. The CDCR shall elect a chairman from the elected members of the CDCR.

B04.13.05. The purposes of the CDCR shall be as follows:

B04.13.05.01. To promote the unity and purity of the doctrines taught in and proclaimed by this Association.

B04.13.05.02. To respond to and to introduce doctrinal and inter-church concerns.

B04.13.05.03. To request research and papers from qualified theologians.

B04.13.05.04. To provide special doctrinal and inter-church studies and reports to the leaders and members of this Association as well as to the Seminary Faculty and Student Body.

B04.13.05.05. To receive, study, discuss, and respond to monographs produced by other synods, associations, etc. as well as other theologians.

B04.13.05.06. To contribute to edifying theological discussions and inter-church matters by addressing such studies and reports to appropriate synods, associations, etc.

²⁶ Amended by Referendum (March 15, 1991)

- B04.13.05.07.** To represent this Association in dialogue with appropriate synods, associations, etc.

B05.

**Part V
STANDING COMMITTEES**

B05.01. *Standing Committees*²⁷

As needed and appropriate the General Convention may approve and establish other standing committees (such as for family-life, men of the church, singles-ministry, etc.).

B05.02. *Commitment*

All people elected and appointed for standing committees shall be chosen for their commitment to Christ as Savior and Lord, support of this Association's Confession of Faith (Article III) and statement of Purpose (Article V) as well as the rest of the Constitution, and evident spiritual "fruit" and gifts appropriate to their responsibilities.

B05.03. *The Standing Committee for Men*

B05.03.01. There shall be a Standing Committee for Men with one representative man elected by each region, to serve on the Standing Committee for the Men of The American Association of Lutheran Churches.

B05.03.02. This Standing Committee shall provide for election of the officers of the Men of The American Association of Lutheran Churches.

B05.03.03. This Committee shall be responsible for supporting the men of this Association in their Christian commitment, study, and work in local congregations, area, and national activities.

B05.03.04. The Representatives shall be elected by the regions for a four (4) year term and may be re-elected once. Terms shall be staggered.

B05.04. *The Agency for Professional Chaplains*²⁸

B05.04.01. This Agency shall have three Sections with a Director in charge of each Section: Campus Section, Institutional Section, and Military Section. The Assistant

²⁷ Amended by Referendum (March 15, 1991)

²⁸ Amended by Referendum (March 15, 1991)

Presiding Pastor shall serve as Supervisor of the Agency.

- B05.04.02.** The Directors shall be recommended by the Executive Committee and elected by the Joint Council to serve for three years, renewable without limitation. They shall be chosen for their commitment to Christ as Savior and Lord and to the divine inspiration, revelation, and inerrancy of the Scriptures; evident fruit of the Spirit in their living; concern for the salvation of the lost and the edification of believers; and their full intention to uphold this Association's Confession (Article III), Purpose (Article V), and Constitution.
- B05.04.03.** Pastors, satisfactorily colloquized and recommended by the Clergy Commission and approved by the Association Council to serve as Chaplains, shall be designated PASTORS IN EXTENDED MINISTRY.
- B05.04.04.** As such they are invited to attend the General Convention as Advisors (voice without vote) Pastors of the Association with full speaking and voting privileges.
- B05.04.05.** The Assistant Presiding Pastor shall provide spiritual and administrative direction and encouragement to the Directors.
- B05.04.06.** The Directors shall function under the direction of the Assistant Presiding Pastor.

B06.

**PART VI
ADMINISTRATION²⁹**

B06.01. *The Administrative Assistant to The AALC³⁰*

- B06.01.01.** The Administrative Assistant to The AALC shall be recommended by the Presiding Pastor and elected by the Joint Council to serve for two years. He shall be recommended for his commitment to Christ as Savior and Lord and to the divine inspiration, revelation, and inerrancy of the Scriptures; evident fruit of the Spirit in his living; his Spirit-bestowed gifts of administration and service; and his full intention to uphold this Association's Confession (Article III), Purpose (Article V), and Constitution. The Administrative Assistant to The AALC may be re-elected without limitation.
- B06.01.02.** The Administrative Assistant to The AALC shall be directly responsible to the Presiding Pastor and shall report regularly to the General Convention, Joint Council, the Association Council, and the Board of Trustees.
- B06.01.03.** The Administrative Assistant to The AALC shall be an advisory member (voice without vote) as requested by the Executive Committee, Association Council,

²⁹ Amended by Referendum (March 15, 1991)

³⁰ Amended by Referendum (March 15, 2001)

Board of Trustees, and Joint Council.

B06.01.04. The Administrative Assistant to The AALC shall manage the central office; and shall be responsible for the business operation of the central office of this Association.

B06.02. *The Administrative Assistant to the Presiding Pastor*³¹

B06.02.01. The Administrative Assistant to the Presiding Pastor shall, as directed by the Secretary, keep the Roster of Pastors.

B06.02.02. The Administrative Assistant to the Presiding Pastor, under supervision of the Presiding Pastor, shall maintain the records and archives of The American Association of Lutheran Churches.

B06.03. *The National Home Mission Developer*

B06.03.01. The National Home Mission Developer shall be recommended by the Executive Committee in consultation with the Commission for American Missions and elected by the Joint Council to serve for two years, renewable without limitation. He shall be recommended for his commitment to Christ as Savior and Lord and to the divine inspiration, revelation, and inerrancy of the Scriptures; evident fruit of the Spirit in his living; concern for the salvation of the lost and edification of believers; and his full intention to uphold this Association's Confession (Article III), Purpose (Article V), and Constitution.

B06.03.02. The National Home Mission Developer shall be directly responsible to the Presiding Pastor and send reports regularly to the Commission for American Missions, the General Convention, the Joint Council, the Association Council, and the Board of Trustees.

B06.03.03. The National Home Mission Developer shall be an advisory member (voice without vote) by his own initiative or as requested by the Executive Committee, Association Council, Board of Trustees, Joint Council, and the Commission for American Missions.

B06.03.04. The National Home Mission Developer shall provide spiritual and administrative direction and encouragement to the Regional Mission Developers and Circuit-riders.

B07.

Part VII

³¹ Amended by Referendum (March 15, 2001)

CONFLICTING LOYALTIES

B07.01. *Participation*

This Association shall not participate in the services or rituals of organizations, secret or open, which are avowedly religious or practice forms of religion without confessing faith in the Triune God and in Jesus Christ as Son of God, only Savior from sin, death, and the power of the devil, and teach salvation by good works, nor shall the buildings of the Association be used for such purposes.

B07.02. *Pastoral Participation*

Those who are on the Roster of Pastors of this Association shall not take part in such ceremonies.

B08.

Part VIII CONGREGATIONAL MEMBERSHIP

B08.01. *Requirements for Membership*

B08.01.01. Subscription to the Confession of Faith (Article III) and statement of Purpose (Article V).

B08.01.02. Acceptance of this Constitution and its Bylaws.

B08.01.03. Participation in the programs of activity approved by the conventions and determined individually by the local congregations.

B08.02. *Admission to Membership*

B08.02.01. Congregations desiring membership in The American Association on Lutheran Churches shall make application to the Association Council by way of the Presiding Pastor.

B08.02.02. The Association Council shall approve or disapprove PROVISIONAL MEMBERSHIP until the next General Convention. Such "Provisional Membership" shall grant full temporary participation in this Association, including representation at the next General Convention.

B08.02.03. The next General Convention shall act on the application(s) to approve or disapprove FULL MEMBERSHIP. Approval shall qualify such congregations as MEMBER CONGREGATIONS (see B10.01.).

B08.02.04. Representatives of congregations applying for FULL MEMBERSHIP shall not vote on their own application.

B09.

**Part IX
NOMINATING COMMITTEE³²**

B09.01. *Member Congregations*

B09.01.01. At least two months prior to the General Convention, Member Congregations shall be notified of vacancies to be filled.

B09.01.02. Each Member Congregation shall be encouraged to present to the Chairman of the Nominating Committee names and qualifications of consenting candidates for election.

B09.02. *Regions*

B09.02.01. The Regions in Assembly or Caucus shall elect members to the Association Council and Board of Trustees (according to a rotation-schedule).

B09.02.02. The Regions in Assembly or Caucus shall elect one member to serve on The AALC Nominating Committee for a term of two (2) years.

B09.02.03. Following election, the Nominating Committee shall meet as soon as practicable and shall elect from its members Chairman and Secretary.

B09.03. *The General Convention*

B09.03.01. The Secretary shall report for the Regional Assemblies the newly elected members of the Association Council, Board of Trustees, and Nominating Committee.

B09.03.02. The Chairman of the Nominating Committee shall read the names and qualifications of candidates to be elected by the General Convention.

B10.

**Part X
CLASSIFICATION OF PASTORS³³**

B10.01. *The Pastors of This Association*

Pastors, satisfactorily colloquized and recommended by the Clergy Commission and approved by

³² Amended by Referendum (March 15, 1991)

³³ Amended by Referendum (March 15, 1991)

the Association Council of The AALC, who are serving under a call from a Member Congregation of The AALC, shall constitute THE PARISH PASTORS OF THIS ASSOCIATION.

B10.02. *Pastors in Extended Ministry*

Pastors, satisfactorily colloquized and recommended by the Clergy Commission and approved by the Association Council of The AALC, who are serving in non-parish ministries of The AALC or ministries approved by the Association Council, shall constitute PASTORS IN EXTENDED MINISTRY.

B10.03. *Associate Pastors*

Pastors, satisfactorily colloquized and recommended by the Clergy Commission and approved by the Association Council of The AALC, who are serving an Associate Congregation, shall constitute the ASSOCIATE PASTORS.

B10.04. *Affiliated Pastors*

Pastors of another roster of pastors, who subscribe to the Confession of Faith (Article III) and the statement of Purpose (Article V) of The AALC, serving under a call from a Member Congregation of The AALC, shall constitute the AFFILIATED PASTORS.

B10.05. *Pastors, Certified for Call*

Pastors, who have been satisfactorily colloquized and recommended by the Clergy Commission of The AALC and approved by the Association Council and are open to a call to serve a parish of The AALC, shall be designated PASTORS CERTIFIED FOR CALL.

B10.06. *Pastors, Call Pending*

Pastors, who have been satisfactorily colloquized and recommended by the Clergy Commission and approved by the Association Council of The AALC, but are not presently available for call, shall be designated as PASTORS with CALL PENDING.

B10.07. *Pastors Emeriti*³⁴

Pastors, satisfactorily colloquized and recommended by the Clergy Commission and approved by the Association Council of The AALC, at least 62 years of age, who have retired, and are in good standing with The AALC, be designated and constitute PASTORS EMERITI.

B10.08. *Licensed Lay Pastors*

³⁴ Amended by Referendum (March 15, 2001)

Laymen, satisfactorily colloquized and recommended by the Clergy Commission and approved by the Association Council of The AALC shall be designated ROSTERED LICENSED LAY PASTORS, to serve as authorized by the Association Council.

B10.09. *Probation*³⁵

Pastors of all classifications, satisfactorily colloquized and recommended by the Clergy Commission and approved by the Association Council of The AALC shall be on probation for twelve (12) months, or until such later time as the Clergy Commission shall review their status. The Clergy Commission shall then recommend to the Association Council whether they should be approved as Pastors of this Association.

B10.10. *Pastoral Care/Discipline of Pastors*³⁶

B10.10.01. We lament that, due to human frailty, at times the discipline of pastors may become a painful necessity.

B10.10.02. In all such matters our hearts' desire and prayer are for repentance, reconciliation, and healing, so that peace and good-will may prevail (Psalm 133:1; Romans 12:18).

B10.10.03. However, when there are charges of deviation from doctrine, morals, approved and necessary practice, and conduct becoming the holy calling of proclaiming the Word of God by word and deed, shall be treated locally according to the Word of God and with prayer.

See Deuteronomy 19:15 (the requirement of two or three witnesses), Matthew 18:15-20 (one concerned brother meeting with an apparently offending brother; if necessary leading to another meeting with one or two others present; and, if necessary, culminating in action by the congregation), and 1 Timothy 5:19-20 (the seriousness of such charges, the need for two or three witnesses, and the objective of counteracting sin).

B10.10.04. Definitions:

"Approved and necessary practice" shall include reasonable cooperation in the affairs and decisions of The American Association of Lutheran Churches as opposed to an uncooperative and/or belligerent spirit.

"Deviation from . . . conduct becoming the holy calling of proclaiming the Word of God by word and deed . . ." shall include financial irresponsibility, insensitivity to authentic needs and concerns

³⁵ Amended by Referendum (March 15, 1991)

³⁶ Amended by Referendum (March 15, 1992)

of the 'flock', etc."

- B10.10.05.** If for the sake of confidentiality, or if attempts by the local congregation fail, the matter may be directed to the Regional Pastor and/or the Presiding Pastor for counsel (who may follow the same procedure of Matthew 18:15-20).
- B10.10.06.** If the Congregations of the Region are prepared to deal with the matter (through a standing or ad hoc committee, etc.), the concern shall be directed to such appropriate committee or agency.
- B10.10.07.** If such counsel fails to resolve the problem, it shall be referred to the Clergy Commission for hearing, and the Clergy Commission shall recommend to the Association Council appropriate action (such as exoneration, suspension, or dismissal of the pastor), and the Association Council shall act upon such recommendation and report such action to the next General Convention.
- B10.10.08.** A pastor who is suspended or dismissed by the Association Council may appeal such decision to the Board of Appeals and Adjudication and beyond that to the General Convention, whose decision shall be final.

B10A. Part X (A)

Commissioned Church Workers of This Association

The term "Commissioned Church Workers" refers to those who serve as Lutheran Day School Teachers (Grades K-12), Directors of Christian Education (DCE), Directors of Christian Outreach (DCO), Deaconesses, and Deacons.

B10A.01 Commissioned Church Workers

All Commissioned Church Workers, satisfactorily colloquized and recommended by the Commissioned Church Worker Commission and approved by the Association Council of The AALC, and who are serving under a call from a Member Congregation of The AALC, shall constitute the Commissioned Church Workers of this association. All commissioned ministers on the roster of the Association who serve a legitimate calling entity are considered by the Association and the Internal Revenue Service to be called and self-employed, regardless of the terminology used.

B10A.02 B10.07. Commissioned Church Workers Emeriti

Commissioned church workers, satisfactorily colloquized and recommended by the Commissioned Church Workers Commission and approved by the Association Council of The AALC, at least 62 years of age, who have retired, and are in good standing with The AALC, be designated according to specific title of work (i.e. Teacher Emeriti) and constitute Church Workers Emeriti.

B10A.03 Probation

Commissioned church workers of all classifications, satisfactorily colloquized and recommended by the Commissioned Church Workers Commission and approved by the Association Council of The AALC shall be on probation for twelve (12) months, or until such later time as the Commissioned Church Workers Commission shall review their status. The Commissioned Church Workers Commission shall then recommend to the Association Council whether they should be approved as commissioned church workers of this Association.

B10A.04. Pastoral Care/Discipline of Commissioned Church Workers

B10A.04.01. We lament that, due to human frailty, at times the discipline of church workers may become a painful necessity.

B10A.04.02. In all such matters our hearts' desire and prayer are for repentance, reconciliation, and healing, so that peace and good-will may prevail (Psalm 133:1; Romans 12:18).

B10A.04.03. However, when there are charges of deviation from doctrine, morals, approved and necessary practice, and conduct unbecoming the holy calling of proclaiming the Word of God by word and deed, shall be treated according to the Word of God and with prayer, locally under the leadership and care of the pastor, and if necessary, the congregation.

See Deuteronomy 19:15 (the requirement of two or three witnesses), Matthew 18:15-20 (one concerned brother meeting with an apparently offending brother; if necessary leading to another meeting with one or two others present; and, if necessary, culminating in action by the congregation), and 1 Timothy 5:19-20 (the seriousness of such charges, the need for two or three witnesses, and the objective of counteracting sin).

B10A.04.04. Definitions:

“Approved and necessary practice” shall include reasonable cooperation in the affairs and decisions of The American Association of Lutheran Churches as opposed to an uncooperative and/or belligerent spirit.

“Deviation from . . . conduct becoming the holy calling of proclaiming the Word of God by word and deed . . . shall include financial irresponsibility, insensitivity to authentic needs and concerns of the ‘flock’, etc.”

- B10A.04.05.** If for the sake of confidentiality, or if attempts by the local pastor and then the congregation fail, the matter may be directed to the Regional Pastor and/or the Presiding Pastor for counsel (who may follow the same procedure of Matthew 18:15-20).
- B10A.04.06.** If the Congregations of the Region are prepared to deal with the matter (through a standing or ad hoc committee, etc.), the concern shall be directed to such appropriate committee or agency.
- B10A.04.07.** If such counsel fails to resolve the problem, it shall be referred to the Commissioned Church Workers Commission for hearing, and the Commissioned Church Workers Commission shall recommend to the Association Council appropriate action (such as exoneration, suspension, or dismissal of the church worker), and the Association Council shall act upon such recommendation and report such action to the next General Convention.
- B10A.04.08.** A commissioned church worker who is suspended or dismissed by the Association Council may appeal such decision to the Board of Appeals and Adjudication and beyond that to the General Convention, whose decision shall be final.

ByLaws — Commissioned Church Workers Commission

B10A.05. Membership

- B10A.05.01.** One pastor, one commissioned church worker, and two laity shall be elected by the General Convention for their dedication to Christ, their commitment to the inerrancy of the Scriptures, their support of the principle of congregational authority, and their theological competency. The Seminary President will serve as an ex-officio member of this Commission (without vote).
- B10A.05.02.** They shall be elected by the General Convention for a period of four years (pastor

and one lay person elected at one biennial meeting; church worker and one lay person elected at the next); each may be reelected twice.

B04 **ByLaws Part IV Commissions**

B04.01 Commissions

B04.01.01. The American Association of Lutheran Churches shall establish and maintain the following Commissions: Evangelism, American Missions, World Missions, Higher Education, Parish Education, Publications, Charities, Pensions, Clergy (changed from “Pastors”) (see Article XIV), Commissioned Church Workers, Women, Youth, and Doctrine and Church Relations.

B11.

Part XI **TAKING AND HOLDING OFFICE³⁷**

B11.01. *Taking Office*

Normally, unless other arrangements are made, those elected shall take office upon election.

³⁷ Amended by Referendum (March 15, 1991)

the outcome to the Presiding Pastor, who shall appropriately notify all Member Congregations of the results.

B13.02.03. If the bylaw amendment passes, it shall immediately become part of this Constitution's Bylaws.

THE AMERICAN ASSOCIATION OF LUTHERAN CHURCHES FOUNDATION

BYLAWS



JULY 2005

F14.

Part XIV
BY-LAWS OF

The American Association of Lutheran Churches Foundation

F14.01.

**Foundation Article I.
OFFICES, CORPORATE SEAL**

- F14.01.01. Registered Office.** The city, town, or other community in which the registered office of this Corporation is located in Minnesota shall be as set forth in the Articles of Incorporation of this Corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Directors of this Corporation changing the registered office.
- F14.01.02. Other Offices.** This Corporation may have such other offices, within or without the state of Minnesota, as the Board of Directors may from time to time determine.
- F14.01.03. Corporate seal.** This Corporation shall have no corporate seal.

F14.02.

**Foundation Article II.
MEMBERS**

- F14.02.01. Members.** The members of this corporation shall consist of congregations which are members of The American Association of Lutheran Churches
- F14.02.02. Voting Members.** Voting membership of this Corporation for all annual or special meetings shall consist of all of the pastors of The American Association of Lutheran Churches or its successors serving congregations who are members of this Corporation and one lay delegate for each 50 confirmed members or major fraction thereof of each such congregation; provided, however, that each congregation shall be entitled to at least one lay delegate.
- F14.02.03. Selection of Delegates.** Each member congregation shall select its voting delegates, other than pastors, in such manner and with such qualifications as may be determined by the congregation.
- F14.02.04. Withdrawal of Membership.** Any congregation may, at anytime, withdraw from membership in the Corporation by giving written notice of such withdrawal to either the President or Secretary of the Corporation.

- F14.02.05. Reinstatement.** Upon written request signed by the former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
- F14.02.06 Transfer of Membership.** Membership in this Corporation is not transferable or assignable.
- F14.02.07 Property Rights.** No member shall have any right, title, or interest in, or to any property of this Corporation.

F14.03.**Foundation Article III.
MEETINGS OF MEMBERS**

- F14.03.01. Annual Meetings.** An biennial meeting of the members shall be held at 801 West Street, Suite 203, Minneapolis, Minnesota 55420-5603, or such other place as the Board of Directors may direct, in the month of June of the even years at a time and place designated by the Board of Directors. Such biennial meeting shall be called by the President of the Corporation and notice thereof shall be mailed to each member congregation at least thirty (30) days before the day in which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly provided. The biennial meeting shall be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated in such notice of an biennial meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.
- F14.03.02. Special Meetings.** Special meetings of the members may be called by the President, a majority of the Board of Directors, or not less than one-third of the members having voting rights. Notice of special meetings shall be as provided for in F14. 3.01 above, except that such notice shall designate the purpose or purposes of the special meeting.
- F14.03.03. Place of Meetings.** The Board of Directors may designate any place within or without the state of Minnesota as the place of meeting for any biennial meeting, or for any special meeting called by the Board of Directors. If no designation is made, the place of the meeting shall be at 801 West 106th Street, Suite 203, Minneapolis, Minnesota 55420-5603. If the members constitute a quorum which meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice and any Corporation action may be taken at such meeting.

F14.03.04. Quorum. Twenty(20) voting members who are eligible to vote at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members the majority of the members present may adjourn the meeting without further notice.

F14.03.05. Proxies and voting by mail. No Vote by proxy or by mail shall be valid. Only votes cast by those members present in person at the meeting shall be valid.

**F14.04. Foundation Article IV.
BOARD OF DIRECTORS**

F14.04.01. General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors which shall have the power to do all lawful acts necessary and expedient to the conduct of this Corporation and consistent with the purposes set forth in the Articles of Incorporation.

F14.04.02. The Board of Directors: Officers. The Board of Directors shall be composed of the Secretary of The AALC, the Chief Financial Officer of The AALC, and five (5) Directors elected by the members of this Corporation at its biennial meeting. The elected Directors shall be chosen from the membership of The AALC. Nominees for the Board of Directors shall be selected by the Nominating Committee of The AALC. No more than two of the elected Directors shall be parish pastors. No more than two elected Directors shall be from the same Region of The AALC. At the first biennial meeting after the adoption of amended BY-LAW that relate to size or term of Directors an election shall be held to reorganize properly. To the extent that it may be possible, Directors shall be experienced in trust management, investment portfolios, or stewardship promotion.¹

F14.04.03. Term. Directors shall be elected to a four (4) year term and may be re-elected once. Terms shall be staggered.

F14.04.04. Organization. At each meeting of the Board of Directors, the President of this Corporation or, in his or her absence, a chairman chosen by a majority of the Directors present, shall preside. The Secretary of this Corporation or, in his or her absence, any person whom the chairman shall appoint, shall act as Secretary of the meeting.

¹ Amended June 21, 2003

F14.04.05. Resignation. Any Director of this Corporation may resign at any time by giving

written notice to the President or Secretary of this Corporation. The resignation of any Director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the officer of this Corporation to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- F14.04.06. Vacancies.** Any vacancy in the Board of Directors caused by death, disability, resignation, removal, an increase in the number of Directors, or any other cause, other than removal by the members of the Corporation, shall be filled by a vote of the remaining Directors (though less than a quorum), and each Director so chosen shall hold office until the next annual or special election and until his or her successor shall be duly elected and qualified, unless sooner displaced.
- F14.04.07. Place of Meetings.** The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine. Meetings, with proper notice, may be held by Telephone Conference
- F14.04.08. Biennial Meeting.** The biennial meeting of the Board of Directors and of the members shall be held in even years for the purpose of electing the Directors and officers of this Corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in F14.04.09 hereof for special meetings of the Board of Directors, unless excused in accordance with F14.04.10. hereof.
- F14.04.09.** The Board of Directors shall hold regular meetings, at least semiannually
- F14.04.10. Special Meetings.** Notice. Special meetings of the Board of Directors shall be held whenever called by the President or by any three (3) of the other Directors. Notice of each such special meeting shall be mailed to each Director, addressed to him or her at his or her residence or usual place of business, at least three (3) days before the day on which the meeting is to be held, or be delivered to him or her personally, or by telephone, not later than one (1) day before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly provided.
- F14.04.11. Notices Excused.** Notice of any meeting of the Board of Directors need not be given to any Director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the Directors of this Corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.
- F14.04.12. Quorum and Manner of Acting.** Except as otherwise provided by statute or by

these Bylaws, one-half (½) of the total number of Directors (but not less than five (5) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. All meetings of the Board of Directors shall be open to representatives of all members of this Corporation.

F14.04.13. Removal of Directors by Board. Any Director may be removed, either with or without cause at any time, by a vote of a majority of the total number of Directors, at a regular or special meeting of the Board of Directors called for the purpose, and the vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in F14.04.06. hereof. The purpose of the meeting shall be stated in the notice of such meeting.

F14.04.14. Removal of Director by Corporation Members. Any Director may be removed, either with or without cause at any time, by a 2/3 vote of a majority of the voting members, at a regular or special meeting of the Corporation members called for the purpose, and the vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in F14.04.06. hereof. The purpose of the meeting shall be stated in the notice of such meeting.

F14.04.15. Proxies. Proxies shall not be allowed or used.

**F14.05. Foundation Article V.
OFFICERS**

F14.05.01. Number. The officers of this Corporation shall be a President, a Secretary, a Treasurer, and, if the Board of Directors shall so elect, one (1) or more vice Presidents and such other officers as may be appointed by the Board of Directors. Any two (2) or more offices, except those of the President and vice President, may be held by the same person.

F14.05.02. Election, Term of Office, and Qualifications. All officers shall be elected annually by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of F14.05.10. hereof each shall hold office until the next annual election of officers and until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner herein provided. The President of this Corporation shall be elected from among the Directors of this Corporation.

F14.05.03. Resignations. Any officer may resign at any time by giving written notice of his

or her resignation to the Board of Directors, to the President, or to the Secretary of this Corporation. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Board of Directors, President, or Secretary of this Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

F14.05.04. Removal. Any officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors, at any annual or special meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Directors of this Corporation shall be present thereat.

F14.05.05. President. The President shall be the chief executive officer of this Corporation and shall have general active management of the business of this Corporation; shall, when present, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the Corporation (except in cases in which such execution and delivery shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of this Corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this Corporation, including, without limitation, any instruments necessary or appropriate to enable this Corporation to donate income or principal of the Corporation to or for the account of such Corporations, associations, trusts, foundations, and institutions as are referred to or described in the Articles of Incorporation of this Corporation and as this Corporation was organized to support; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of the President.

F14.05.06. Vice President. Each Vice President, if any, shall be elected by the Board of Directors, shall have such powers and shall perform such duties as may be prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, Vice Presidents shall succeed to his or her powers and duties in the order designated by the Board of Directors.

F14.05.07. Secretary. The Secretary shall be Secretary of, and when present, shall record

proceedings of all meetings of the Board of Directors and of all meetings of the Executive Committee, if any; shall keep a register of the names and addresses of all members of this Corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these Bylaws and all amendments and restatements hereof, shall, when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the Executive Committee, if any; shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President, and, in general, shall perform all duties usually incident to the office of the Secretary.

- F14.05.08. Treasurer.** The Treasurer shall keep accurate accounts of all moneys of this Corporation received or disbursed; shall deposit all moneys, drafts, and checks in the name of, and to the credit of this Corporation in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks and drafts received by this Corporation as ordered by the Board of Directors, making proper vouchers therefore; shall render to the President and the Directors, whenever required, an account of his or her transactions as Treasurer and of the financial condition of this Corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Treasurer
- F14.05.09. Other Officers, Agents, and Employees.** This Corporation may have such other officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.
- F14.05.10. Bonds.** All officers of this Corporation shall be bonded. The amount of each bond shall be determined by the Board of Directors.

EXECUTIVE COMMITTEE

- F14.06.01. Number, Qualifications, Term of Office.** The Board of Directors may, by resolution adopted by two-thirds (2/3) of the total number of Directors, establish an Executive Committee of the Board of Directors of this Corporation and appoint two (2) or more Directors to serve on such Executive Committee, at least one of whom shall be the President of this Corporation. Only persons who are Directors of this Corporation shall be eligible for appointment to the Executive Committee. When a member of the Executive Committee ceases to be a Director of this Corporation, such person automatically shall cease to be a member of the Executive Committee of this Corporation.
- F14.06.02. Powers.** Except for the power to amend the Articles of Incorporation, and the Bylaws of this Corporation, which power is expressly reserved solely to the Board of Directors of this Corporation as hereinafter provided, the Executive Committee shall have all of the powers and authority of the Board of Directors of this Corporation in the management of the property, business, and affairs of this Corporation in the intervals between meetings of the Board of Directors, subject always to the direction and control of the Board of Directors.
- F14.06.03. Meetings.** If an Executive Committee is established, it shall hold such regular or other periodic meetings, at such times and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the President or by any one (1) other member of the Executive Committee, upon the same notice as provided for in F14.04.10. hereof for special meetings of the Board of Directors, unless excused in accordance with F14.04.11. hereof.
- F14.06.04. Quorum and Manner of Acting.** One-third (1/3) of the total number of members of the Executive Committee (but not less than two (2)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee. In the absence of a quorum, a majority of the members of the Executive Committee present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**F14.07. Foundation Article VII.
FINANCIAL MATTERS**

F14.07.01. Books and Records. The Board of Directors of this Corporation shall cause to be kept:

F14.07.01.01 records of all proceedings of the Board of Directors and the Executive Committee, if any; and

F14.07.01.02 necessary and appropriate to the conduct of the corporate business.

F14.07.02. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of:

F14.07.02.01 records of all proceedings of the Board of Directors and the Executive Committee, if any; and

F14.07.02.02 all financial statements of this Corporation; and

F14.07.02.03 Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Such books and records shall, at all reasonable times, be open for inspection by representatives of any member of this Corporation.

F14.07.03. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this Corporation. The Board of Directors shall cause the records, and books of account of this Corporation to be audited, at least once every years and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

F14.07.04. Compensation. The Board of Directors of the Corporation may at any time and from time to time, by resolution adopted by two-thirds (2/3) of the total number of Directors, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by, any Director, officer, agent of employee of this Corporation for personal services rendered to this Corporation by, or for any expenses necessarily paid or incurred by, any such director, officer, agent, or employee, but only of and to the extent that the performance of such service or the incurrence of such expenses is directly in furtherance of the charitable purposes of this Corporation and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.

F14.07.05. Fiscal Year. The Fiscal year of the Corporation shall be determined by the Board of Directors.

F14.07.06. Checks, Drafts, and Other Matters. All checks, drafts or other orders for the payment of money and all notes and bonds or other evidences of indebtedness issued in the name of this Corporation shall be signed by such officer or officers, agent or agents, employee or employees of this Corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

F14.08. **Foundation Article VIII**
DISBURSEMENT OF FUNDS

F14.08.01. Gifts and bequests to the fund, unless designated, shall accumulate until the principal amount of \$50,000 is achieved, after which the income generated from the investment of the principal may be expended.

F14.08.02. The manner of disbursing the funds of the Foundation shall depend upon whether the funds are held as designated gifts or as undesignated gifts. "Designated gifts" shall be those with respect to the disposition of which a donor or testator has made specific provision; "undesignated gifts" shall be those which are given, devised, or bequeathed to the Foundation without limitation or restriction as to disposition or use.

F14.08.03. Disbursements of designated gifts shall be made by the Foundation as directed by the donor or testator wheresoever possible, it being the purpose of the Foundation to guarantee to donors and testators that the Foundation will never divert their gifts, devises, or bequests to purposes other than those prescribed by them.

F14.08.04 Expenditure of undesignated gifts (see definition in F14.08.02. of this Article) shall be made as directed by the Board of Directors, subject, however, to first having consulted with the Association Council or its designated representatives for their advice and consent to the expenditures as proposed.

F14.09. **Foundation Article IX**
GENERAL

F14.09.01 The Board of Directors has the responsibility to invest, or manage, all assets received through gifts, memorials, bequests, wills, estates, trusts, insurance, etc., from any source in cash or in property acceptable to the Board of Directors. Such assets to be managed in a wise and prudent manner so as to reflect the wishes of the donor or preserve the principal and receive a fair rate of return on the Foundation investments.

- F14.09.02** In order to carry out its investment responsibilities in a prudent manner, the Board of Directors may chose to contract with a professional investment firm to manage the Foundation's investments. Such an investment firm must receive a 2/3 majority of those members present and voting at a duly called meeting.
- F14.09.03.** The Board of Directors shall have the powers and duties in the management of the Foundation as are granted by statute, by law, and by the Articles of Incorporation, and as shall be reasonably necessary and proper in fulfilling the purposes of the foundation. In addition to and not in limitation of such powers and duties, the Board of Directors shall have the power to
- F14.09.03.01** establish, promote, support, or encourage stewardship and fund-raising programs for the benefit of the Foundation
- F14.09.03.02** establish policies with respect to the investment of the assets of the Foundation
- F14.09.03.03** establish policies with respect to the disbursement of undesignated gifts or the income therefrom.
- F14.09.03.04** employ such staff persons as may be necessary out the work of the Foundation.

F14.10.

**Foundation Article X.
WAIVER OF NOTICE**

Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

F14.11.

**Foundation Article XI
AUTHORIZATION WITHOUT A MEETING**

Any action that may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting when authorized in writing signed by all of the Directors or by all of the members of the Executive Committee, as the case may be.

F14.12.

**Foundation Article XII
AMENDMENTS**

The Articles of Incorporation or these Bylaws may be amended as follows:

F14.12.01. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of voting members of the Corporation, which may be either an annual or a special meeting.

F14.12.02. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member congregation at least 10 but not more than 50 days before the date of such meeting.

F14.12.03. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting are entitled to cast.

**THE AMERICAN LUTHERAN
THEOLOGICAL SEMINARY**

BYLAWS



American Lutheran
Theological Seminary

JULY 2005

S15.

Part XV
BYLAWS FOR
THE AMERICAN LUTHERAN THEOLOGICAL SEMINARY⁴⁰

In the Name of the Father, and of the Son, and of the Holy Spirit. Amen.

S15.01

Seminary Article I.
NAME

The name of this Corporation is: American Lutheran Theological Seminary

S15.02.

Seminary Article II.
PURPOSE

The purpose of American Lutheran Theological Seminary (ALTS) shall be to train men for the Office of the Holy Ministry of Word and Sacrament for The American Association of Lutheran Churches (The AALC) and for the Body of Christ to include the following functions:

S15.02.01. Preacher-teacher-evangelists

S15.02.02. Prayer and worship leaders

S15.02.03. Public apologists

S15.02.04. Pastoral caregivers (seelsorger) and counselors

S15.02.05. Practical equippers of the saints

S15.03.

Seminary Article III.
POWERS

S15.03.01. *Ownership*

S15.03.01.01. This Corporation is a wholly owned and controlled subsidiary of The American Association of Lutheran Churches, a non-profit Minnesota corporation.

⁴⁰Amended by Referendum (March 15, 1998)

- S15.03.01.02.** The General Convention of The American Association of Lutheran Churches and, between Conventions, the Joint Council will be responsible for this Corporation's oversight and operations as stipulated in the Constitution and By-laws of The AALC.
- S15.03.02.** *Delegation of Authority*
- S15.03.02.01.** The authority of general supervision of the Seminary resides with the Joint Council, which represents the General Convention of The AALC between sessions.
- S15.03.02.02.** Under the oversight of the Joint Council, the Commission for Higher Education shall have specific authority for the management of the Seminary as articulated in The AALC Constitution and in these By-laws.
- S15.03.02.03.** The authority to confer appropriate certificates, diplomas and degrees is herewith delegated to the Commission for Higher Education.
- S15.03.02.04.** The final authority to certify a qualified man for acceptance on The AALC Clergy Roster shall rest on the Clergy Commission and the Joint Council.
- S15.03.03.** *Reporting*
- S15.03.03.01.** The Commission for Higher Education shall bring a report of activities and other necessary information, of ALTS to The AALC General Convention.
- S15.03.03.02.** The Commission for Higher Education shall present an annual written report of its actions, and shall also report to each General Convention.
- S15.03.03.03.** The Commission for Higher Education shall present to the Joint Council first and then to the General Convention any proposals for substantive changes in the emphasis, direction, organization, etc. of the Seminary. The General Convention shall review and approve or disapprove of such proposals.
- S15.03.03.04.** In order to coordinate the ministry and fiscal obligations of The AALC, the Commission for Higher Education shall present a semi-annual written report of the Commission's and ALTS actions to the Joint Council.

S15.05.

**Seminary Article V.
DISSOLUTION**

S15.05.01. *Merger*

In the event that The AALC should merge with another Lutheran denomination in agreement with Articles III, IV and V of the Constitution of The AALC, the continuance or disposition of the Seminary shall be relegated to the first convention of that merged body.

S15.05.02. *Dissolution without Successor*

In the event of the dissolution of The AALC without successor, the Board of Trustees shall establish an orderly disposition of all real properties in accordance with the Articles of Incorporation of American Theological Seminary, Article VII.

The 2010 General Convention approved the addition of the Rostered Category of Commissioned Church Workers; and Constitution & Bylaws Changes pertaining to the alignment of terms of office, word usage – (annual to biennial) to reflect the change from annual to biennial conventions. It was ratified by the congregations in December 2010.

