

St. John American Lutheran Church
Cedar Falls, Iowa

Constitution, Bylaws,
and
Continuing Resolutions
Approved April 19, 2026

St. John American Lutheran Church
Cedar Falls, Iowa

Constitution, Bylaws, and Continuing Resolutions

Codification:

Constitution Items: Identified by C and a number followed with a two digit decimal. Example: C9.02

Bylaw Items: Identified by C with three sets of numbers. Example: C5.03.01

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Sections of this constitution marked by an asterisk [*] are required sections in keeping with provision 9.52. in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

***PREAMBLE**

We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together to preach the Word, administer the sacraments, and carry out God’s mission, do hereby adopt this constitution and solemnly pledge ourselves to be governed by its provisions. In the name of the Father and of the Son and of the Holy Spirit.

**Chapter 1.
NAME AND INCORPORATION**

- C1.01.** The name of this congregation shall be St. John American Lutheran Church.
- C1.02.** For the purpose of this constitution and the accompanying bylaws [and continuing resolutions], the congregation of St. John American Lutheran Church is hereinafter designated as this congregation.
- C1.11.** This congregation shall be incorporated under the laws of the State of Iowa.

**Chapter 2.
CONFESSION OF FAITH**

- *C2.01.** This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- *C2.02.** This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
 - a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
 - b. The proclamation of God’s message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
 - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God’s Spirit speaking through their authors, they record and announce God’s revelation centering in Jesus Christ. Through them God’s Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- *C2.03.** This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.
- *C2.04.** This congregation accepts the Apostles’, Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- *C2.05.** This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.
- *C2.06.** This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- *C2.07.** This congregation confesses the Gospel, recorded in the Holy Scripture and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God’s mission in the world.

**Chapter 3.
NATURE OF THE CHURCH**

- *C3.01.** All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- *C3.02.** This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.

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

Chapter 4.

STATEMENT OF PURPOSE

- *C4.01. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- *C4.02. To participate in God's mission, this congregation as a part of the Church shall:
 - a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
 - b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
 - c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
 - d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, embracing and welcoming racially and ethnically diverse populations, and standing in solidarity with the poor and oppressed and committing itself to their needs.
 - e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
 - f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.
- *C4.03. To fulfill these purposes, this congregation shall:
 - a. Provide services of worship at which the Word of God is preached and the sacraments are administered.
 - b. Provide pastoral care and assist all members to participate in this ministry.
 - c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
 - d. Teach the Word of God.
 - e. Witness to the reconciling Word of God in Christ, reaching out to all people.
 - f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
 - g. Motivate its members to provide financial support for this congregation's ministry and the ministry of the other expressions of the Evangelical Lutheran Church in America.
 - h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.

- i. Foster and participate in ecumenical relationships consistent with churchwide policy.
- *C4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions.
- *C4.05. This congregation shall adopt and periodically review a mission statement which will provide specific direction for its programs.
- *C4.06. References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God’s mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

**Chapter 5.
POWERS OF THE CONGREGATION**

- *C5.01. The powers of this congregation are those necessary to fulfill its purpose.
- *C5.02. The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- *C5.03. Only such authority as is delegated to the Congregation Council or other organizational units in this congregation’s governing documents is recognized. All remaining authority is retained by this congregation. This congregation is authorized to:
 - a. call a pastor as provided in Chapter 9;
 - b. terminate the call of a pastor as provided in Chapter 9;
 - c. call a minister of Word and Service;
 - d. terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America;
 - e. adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
 - f. approve the annual budget;
 - g. acquire real and personal property by gift, devise, purchase, or other lawful means;
 - h. hold title to and use its property for any and all activities consistent with its purpose;
 - i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
 - j. elect its [officers][,] [and] Congregation Council, [boards, and committees,] and require [them] [the members of the council] to carry out their duties in accordance with the constitution[,] [and] bylaws[,] [and continuing resolutions]; and
 - k. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- *C5.04. This congregation or the Congregation Council shall elect from among the voting members of the congregation laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected and other qualifications shall be as prescribed in guidelines established by the Northeastern Iowa Synod of the Evangelical Lutheran Church in America.
- C5.05. This congregation shall have a mission endowment fund that will operate as specified in this congregation’s bylaws. The purpose of the mission endowment fund is to provide mission work beyond the operational budget of this congregation.

**Chapter 6.
CHURCH AFFILIATION**

- *C6.01. This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Northeastern Iowa Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.

- *C6.02.** This congregation accepts the Confession of Faith and agrees to the purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- *C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
- a. This congregation agrees to be responsible for its life as a Christian community.
 - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
 - c. This congregation agrees to call pastoral leadership from the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastoral services with a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
 - d. This congregation agrees to consider ministers of Word and Service for call to other staff positions in this congregation according to the procedures of the Evangelical Lutheran Church in America.
 - e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.
- *C6.04.** Affiliation with the Evangelical Lutheran Church in America is terminated as follows:
- a. This congregation takes action to dissolve.
 - b. This congregation ceases to exist.
 - c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America or in accordance with provision 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America.
 - d. The Northeastern Iowa Synod takes charge and control of the property of this congregation to hold, manage, and convey the same on behalf of the synod pursuant to †S13.24. of the synod constitution. This congregation shall have the right to appeal the decision to the next Synod Assembly.
 - e. This congregation follows the procedures outlined in *C6.05.
- *C6.05.** This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:
- a. A resolution indicating the intent to terminate its relationship must be adopted at two legally called and conducted special meetings of this congregation by a two-thirds vote of the voting members present at each meeting. The first such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time this congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the Congregation Council. Unless the bishop and/or the bishop's designees are voting members of this congregation, they shall have voice but not vote at the first meeting.
 - b. Within 10 days after the resolution has been voted upon at the first meeting, the secretary of this congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to voting members of this congregation.
 - c. If the resolution was adopted by a two-thirds vote of the voting members present at the first meeting, the bishop of the synod and this congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the bishop of the attestation and certification as specified in paragraph b. above.
 - d. If this congregation, after such consultation, is still considering termination of its relationship with this church, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the second meeting shall be sent to all voting members and to the bishop at least 10 days in advance of the meeting. Unless the bishop and/or the bishop's designees are voting

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

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

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

Chapter 7.

PROPERTY OWNERSHIP

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

***C7.02.** If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline or pursuant to 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America, title to property shall continue to reside in this congregation.

***C7.03.** If the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to relate to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in *C6.05. has been followed. Before this congregation takes action to relate to another Lutheran church body, it shall consult with representatives of the Northeastern Iowa Synod.

***C7.04.** If the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the

process for termination of relationship in *C6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the process established by the synod, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America. In neither case does title to this congregation's property transfer to the synod.

- *C7.05. Notwithstanding the provisions of *C7.02. and *C7.03. above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision 9.71.a. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this congregation accepts such restrictions and:
- a. Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.
 - b. Shall - upon written demand by the Synod Council, pursuant to †S13.23. of the constitution of the Northeastern Iowa Synod - reconvey and transfer all right, title and interest in the property to the synod.

Chapter 8. MEMBERSHIP

- *C8.01. Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.
- C8.01.01 Transfers. Persons who wish to be received into this congregation by transfer of membership from another Lutheran congregation, or by renewal of membership, shall make their desires known to the pastor(s). The pastor(s) shall bring the matter to the attention of the Congregation Council. The Congregation Council shall provide for the study of the matter and take action on the transfer or renewal. The names of the newly accepted members shall be announced to this congregation and they shall be welcomed into the membership of the church at a regular worship service.
- *C8.02. Members shall be classified as follows:
- a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
 - b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
 - c. **Voting** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of this congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws. They shall not have voted as a seasonal member of another congregation of this church in the previous two calendar months.
 - d. **Associate** members are persons holding membership in other [ELCA] [Lutheran] [Christian] congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
 - e. **Seasonal** members are voting members of other congregations of this church who wish to retain such

membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:

- 1) they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;
- 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
- 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with this church;
- 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
- 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
- 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.

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

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

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

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action in accordance with Chapter 20 of the constitution and bylaws of the Evangelical Lutheran Church in America;
- e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws. Such persons who have been removed from the roll of members shall remain persons for whom the Church has a continuing pastoral concern.

C8.05.01 Status and Procedure regarding Inactive Members:

1. The Congregation Council will annually review the membership roster of this congregation. Persons who have not communed or made a contribution of record in the last twelve months shall remain on the active list during the following year and be the object of spiritual concern. The names of such persons shall be referred to the pastor(s) to take appropriate action to reactivate such persons into the life and ministry of this congregation.
2. If, at the end of the second year, the member is still not participating, he/she shall be considered to be inactive and shall be put on such a list.
3. At the end of three years as an inactive member, the Congregation Council shall, at their discretion, drop completely or maintain members on the inactive list.

Chapter 9.

ROSTERED MINISTER

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

of the synod.

- C9.01.01. When this congregation has voted to call a pastor, it shall issue a letter of Call to the pastor-elect, in a form approved by the Evangelical Lutheran Church in America. It shall be signed by the chair and the secretary of the meeting at which the Call was voted, and shall be attested by the signature of the bishop of the Northeastern Iowa Synod, or his/her designated representative. A Call to another rostered minister shall be issued only with the concurrence of the Lead Pastor of this congregation and in accordance with the provisions of this paragraph.
- *C9.02. This congregation may call as a pastor only:
- a. a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America; or
 - b. a candidate for the roster of Ministers of Word and Sacrament who has been recommended for this congregation by the synod bishop.
- *C9.03. Consistent with the faith and practice of the Evangelical Lutheran Church in America,
- a. Every minister of Word and Sacrament shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - 6) impart knowledge of this church and its wider ministry through available channels of effective communication;
 - 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
 - 8) speak publicly to the world in solidarity with the poor and oppressed, proclaiming God's love for the world, advocating dignity, justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, and embracing and welcoming racially and ethnically diverse populations.
 - b. Each pastor with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) relate to all schools and organizations of this congregation;
 - 3) install regularly elected members of the Congregation Council;
 - 4) with the council, administer discipline;
 - 5) endeavor to increase the support given by the congregation to the work of the churchwide organization and of the Northeastern Iowa Synod; and
 - 6) encourage adherence to covenantal relationship with this church as expressed in the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- *C9.04. The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.
- *C9.05. The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:
- a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the pastor's death or, following consultation with the synod bishop, for any of the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in this congregation in view of local conditions;
 - 4) inability to conduct the pastoral office effectively in view of disability or incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - 7) termination of the relationship between this church and this congregation;

- 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
- b. When allegations of disability or incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop, who has sole discretion, may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged disability or incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament with disability status. Upon resumption of the ability to conduct the office effectively, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
 - d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to this congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.
 - e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, this congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

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

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

***C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting.

***C9.09.** When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

- *C9.11.** With the approval of the bishop of the synod, this congregation may depart from *C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.05.a.
- *C9.12.** The pastor of this congregation:
- a. shall keep accurate records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from this congregation;
 - b. shall submit a summary of such statistics annually to the synod; and
 - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- *C9.13.** The pastor(s) shall submit a report of ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.
- *C9.14.** The records of this congregation shall be maintained by the pastor and shall remain the property of this congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in the secretary's hands in good order by a departing pastor before the installation of that pastor in another call or approval of a request for change in roster status.
- *C9.15.** Under special circumstances, subject to the approval of the synod bishop and the concurrence of this congregation, a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between this congregation and the pastor in a form proposed by the synod bishop and approved by this congregation.
- *C9.21.** Authority to call a deacon shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by this congregation to recommend the call, shall seek the advice and help of the bishop of the synod.
- *C9.22.** This congregation may call as a deacon only:
- a. a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America; or
 - b. a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synod bishop.
- *C9.23.** Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
- a. Be rooted in the Word of God, for proclamation and service;
 - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
 - c. Speak publicly to the world in solidarity with the poor and oppressed, proclaiming God's love for the world, advocating dignity, justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, and embracing and welcoming racially and ethnically diverse populations;
 - d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
 - e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
 - f. Practice stewardship that respects God's gift of time, talents, and resources;
 - g. Be grounded in a gathered community for ongoing diaconal formation;
 - h. Share knowledge of this church and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
 - i. Identify and encourage qualified persons to prepare for ministry of the gospel.
- *C9.24.** The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.
- *C9.25.** The provisions for termination of the mutual relationship between a minister of Word and Service and this congregation shall be as follows:

- a. The call of this congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the deacon's death or, following consultation with the synod bishop, for any of the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
 - 4) inability to conduct the office effectively in view of disability or incapacity of the deacon;
 - 5) suspension of the deacon through discipline for more than three months;
 - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
- b. When allegations of disability or incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop, who has sole discretion, may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
- c. In case of alleged disability or incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service with disability status. Upon resumption of the ability to conduct the office effectively, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

***C9.26.** This congregation shall make satisfactory settlement of all financial obligations to a former deacon before calling a successor. A deacon shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting.

- *C9.27. When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- *C9.28. With the approval of the bishop of the synod, this congregation may depart from *C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.25.a.
- *C9.29. The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations.
- *C9.31. The deacon(s) shall submit a report of ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

**Chapter 10.
CONGREGATION MEETING**

- C10.01. This congregation shall have at least one regular meeting per year. The regular meeting(s) of the congregation shall be held at the time(s) specified in the bylaws. Consistent with the laws of the State of Iowa, the bylaws shall designate one regular meeting per year as the annual meeting of this congregation.
 - C10.01.01. The Annual Meeting of this congregation will be held during the month of April, the exact date of the meeting to be determined by the Congregation Council.
 - C10.01.02. Matters relating to doctrine and faith shall be decided solely by the Word of God.
 - C10.01.03. If any member has a matter which he/she desires to be brought before this congregation between meetings, he/she must submit the matter to the Congregation Council. Between meetings of this congregation, the Congregation Council shall be the governing body.
- C10.02. A special Congregation Meeting may be called by the [lead] pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of this congregation upon the written request of 5 percent of the voting members. The president of the Congregation Council shall call a special meeting upon request of the synod bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.
- C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all voting members at least 10 days in advance of the date of the meeting.
- C10.04. 10 percent of the voting members shall constitute a quorum.
- C10.05. Voting by proxy or by absentee ballot shall not be permitted.
- C10.06. All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.
- C10.07. *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.
- C10.08. This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication or its equivalent. To the extent permitted by state law, notice of all meetings may be provided electronically.
- C10.09. "Ex officio" as used herein means membership with full rights of voice and vote unless otherwise expressly limited.

**Chapter 11.
OFFICERS**

- C11.01. The officers of this congregation shall be a president, vice president, secretary, and treasurer.
 - a. Duties of the officers shall be specified in the bylaws.

- b. The officers shall be voting members of this congregation.
- c. Officers of this congregation shall also be the officers of the Congregation Council and shall be voting members of the Congregation Council.
- d. The president, vice president, and secretary shall be elected from the elected membership of the Congregation Council. If the treasurer is not elected from the elected membership of the Congregation Council, the treasurer shall have voice but not vote at the meetings of the Congregation Council.

C11.02. The Congregation Council shall elect its officers and the officers shall also be the officers of this congregation. The officers shall be elected by majority vote of a written ballot and shall serve for one year or until their successors are elected. This election shall take place as soon as possible following the close of the Annual Meeting. Their terms shall begin at the close of the meeting at which they are elected.

C11.03. No officer shall hold more than one office at a time.

C11.03.01. The President. The President shall preside at all meetings of this congregation and the Congregation Council. He/she shall work with the pastor(s) and other officers in setting the agenda for the upcoming Church Council and congregational meetings.

C11.03.02. The Vice-President. The Vice-President shall preside at all meetings of this congregation and the Congregation Council in the absence of the President and act for the President, when occasion demands.

C11.03.03. The Secretary. The Secretary shall keep the minutes of the Executive Committee, this congregation, and the Congregation Council and shall have responsibility for the archives of this congregation. He/she shall carry out all official correspondence.

C11.03.04. The Treasurer. The Treasurer shall oversee the financial transactions and status of this congregation and shall report the same to the Congregation Council at its regular meetings and to this congregation at its annual meeting.

Chapter 12.

CONGREGATION COUNCIL

C12.01. The voting membership of the Congregation Council shall consist of nine members of this congregation, which include the president, vice-president and secretary. Rostered leaders are ex-officio members of Church Council, with voice and no vote. Any voting member of this congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council without cause. Consistent with the laws of the state in which this congregation is incorporated, this congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

C12.01.01. The words "Congregation Council", "Church Council", and "Board of Directors" are words used interchangeably.

C12.01.02. Advisory members of the Congregation Council are appointed for specific periods of time to advise the Congregation Council. They shall have voice but not vote.

C12.01.03. The Congregation Council shall annually appoint a financial secretary. The financial secretary shall not be a member of the Congregation Council, but shall serve as an advisory member. The financial secretary shall serve a term of one year. He/she shall oversee the proper accounting of all funds received by this congregation and shall see to the proper preparation and distribution of various reports as required.

C12.01.04. The Congregation Council shall endeavor to annually appoint a youth member to the Congregation Council. The youth member shall serve a term of one year. The youth member shall be an advisory member of the Congregation Council.

C12.01.05. The Congregation Council may, from time to time, appoint such additional advisory members as deemed appropriate and necessary.

C12.02. The members of the Congregation Council shall be elected by written ballot, at a legally called meeting of

this congregation, to serve for 3 years or until their successors are elected. Such members shall be eligible to serve no more than two full terms consecutively. Their terms shall begin at the close of the annual meeting at which they were elected. Newly elected Congregation Council members shall be installed at worship at a time appointed by the Congregation Council.

- C12.02.01. The nominating committee shall present to the voting members of this congregation at the annual meeting one or more nominees for each vacancy on the Congregation Council. Additional nominations may be made from the floor only with that candidate's consent.
- C12.02.02. Elections shall be conducted by the Nominating Committee and by written ballot. The majority of all votes cast shall constitute an election.
- C12.03.** Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting. Individuals who have served less than one-half of the regular term shall be eligible for nomination and possible election to a full term.
- C12.03.01. Any officer or member of the Congregation Council who feels it necessary to resign from his/her position shall notify the President in writing. Appointment of officers and Congregation Council members to fill unexpired terms shall be made by the Congregation Council at its next regular meeting. Such appointments shall stand until the next annual meeting.
- C12.04.** The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:
- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
 - b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
 - c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
 - d. To maintain supportive relationships with the rostered minister(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.
 - e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
 - f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.
 - g. To arrange for pastoral service during the sickness or absence of the pastor.
 - h. To emphasize the support of synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
 - i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
 - j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- C12.04.01. Members of the Congregation Council, with the exception of the President, shall chair and be responsible for the work of committees of the Congregation Council. At the first meeting of the newly constituted Congregation Council, or sooner if deemed appropriate, members shall organize themselves, deciding who will relate to which particular committees.
- C12.04.02. Establish and mobilize additional committees and task forces as special needs arise.
- C12.05.** The Congregation Council shall be responsible for the financial and property matters of this congregation.
- a. The Congregation Council shall be the board of directors of this congregation, and as such shall be responsible for maintaining and protecting its property and managing its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Iowa, except as otherwise provided herein.
 - b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of this congregation.
 - c. The Congregation Council shall have authority to enter into various contracts and agreements

that may be necessary from time to time but shall not exceed in aggregate **5%** of the annual budget. Any item, or aggregate of items, that exceeds **5%** shall require the approval of the congregation at a specially called congregation meeting.

- d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption.
- e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of mission support monies to the synod.
- f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.

C12.05.01. In addition to the general duties and responsibilities specified in the constitution, the Congregation Council shall regularly receive and review reports from the Treasurer, Financial Secretary, and Committees.

C12.05.02. The fiscal year of this congregation shall be the calendar year, **April 1 through March 31**.

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

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

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

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

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

C12.12. A quorum for the transaction of business shall consist of a majority of Congregation Council members in attendance at the properly called meeting. The Lead Pastor or interim pastor shall be present except when such a person requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the Lead Pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synod bishop. Proxy votes are not allowed.

C12.13. The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication or its equivalent. To the extent permitted by state law, notice of all meetings may be provided electronically.

Chapter 13.

CONGREGATION COMMITTEES

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

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

C13.02.01. The Nominating Committee shall be elected by this congregation by written ballot at the annual meeting. Members shall be elected to the Nominating Committee for a term of two years. No more than two members of the Nominating Committee shall be Congregation Council members. When possible, those two shall be outgoing members of the Congregation Council. The Lead Pastor shall serve as convener and advisory member.

C13.02.02. The Nominating Committee is charged with prayerfully selecting candidates to fill vacancies on the Congregation Council, Audit Committee, Nominating Committee, Synodical representatives and other church offices. They shall endeavor to secure candidates that evidence a strong commitment to the Christian faith and the church. Three criteria shall be weighed carefully: Candidates for office should be

1) regular in worship and communion participation; 2) involved in some ongoing study of the Christian faith (e.g. Adult Sunday School, small group Bible Study, Circle Bible Studies, etc.); 3) be good stewards of their financial resources. The nominating committee shall secure the consent of each candidate.

- C13.02.03. The Nominating Committee shall submit at least one name for each office or position.
- C13.02.04. The Nominating Committee shall submit a complete slate of candidates to the church office in a timely manner for inclusion in the annual report of the congregation.
- C13.03.** An *Audit Committee* of three voting members shall be elected by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with one member elected each year. Members shall be eligible for re-election.
- C13.03.01. The Audit Committee shall annually review the financial records of the most recently concluded fiscal year of this congregation. They shall also analyze the fiscal policies of this congregation. The Audit Committee shall report its findings in writing to the annual meeting of this congregation.
- C13.04** *Mutual Ministry Committee(s)* (in the absence of a mutual ministry committee, the duties shall be fulfilled by the executive committee) of 6 voting members shall be appointed jointly by the president and the rostered minister. Term of office shall be two years, with three members to be appointed each successive year.
- C13.04.01. The Mutual Committee shall not be members of the Congregation Council. Members shall be eligible for re-appointment upon agreement by Lead Pastor and President.
- C13.04.02. The Mutual Ministry Committee shall serve in an advisory role to the Church Council and the Lead Pastor.
- C13.04.03. The committee shall consist of the 6 appointed members and the (Lead) Pastor.
- C13.04.04. The purpose of the Mutual Ministry Committee is to affirm and strengthen the mission efforts of the congregation and the ministry which is performed by the staff. The committee listens to both staff members and congregational members so that there can be a clarifying of expectations, open lines of communication, and may provide input into an annual review of staff performance. The Committee also serves to stimulate support of staff through prayer and caring by congregational members.
- C13.05.** When a vacancy occurs in a position for which this congregation calls a rostered minister, a *Call Committee* of nine voting members shall be elected by this congregation. A minimum of two thirds of the members must be present for all committee business. Term of office will terminate upon installation of the newly called rostered minister.
- C13.06.** Other congregation boards and committees may be formed, as the need arises, by decision of the Congregation Council.
- C13.07.** Membership and duties of congregation boards and committees shall be specified in the bylaws and continuing resolutions.
- C13.08.** The lead pastor of this congregation shall be *ex officio* a member of all committees and boards of this congregation. The president of this congregation shall be *ex officio* a member of all committees and boards of this congregation, except the Nominating Committee.

Chapter 14.

ORGANIZATIONS WITHIN THIS CONGREGATION

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

Chapter 15.

DISCIPLINE OF MEMBERS AND ADJUDICATION

- *C15.01. Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of this congregation, or willful and repeated harassment or defamation of member(s) of this congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15–17, proceeding through these successive steps, as necessary:
- private counsel and admonition by the pastor,
 - censure and admonition by the pastor in the presence of two or three witnesses,
 - written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and
 - written referral of the matter by the consultation panel to the Committee on Discipline of the synod.
- If, for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.
- *C15.02. The process for discipline of a member of this congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to *C15.01 do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three laypersons and two rostered ministers). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- *C15.03. If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members, plus the nonvoting chair, comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- *C15.04. The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- *C15.05. By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
- suspension from the privileges of congregation membership for a designated period of time;
 - suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
 - termination of membership in this congregation; or
 - termination of membership in this congregation and exclusion from the church property and from all congregation activities.
- *C15.06. The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.
- *C15.07. No member of this congregation shall be subject to discipline a second time for offenses that a discipline

hearing panel has heard previously and decided pursuant to this chapter.

***C15.10. Adjudication**

- *C15.11.** When there is disagreement between or among factions within this congregation on a substantive issue which cannot be resolved by the parties, members of this congregation may petition the synod bishop for consultation after informing the president [vice president] of this congregation of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in *C9.05.d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the entire matter shall be referred to the Synod Council for adjudication by whatever process the Council deems necessary. The Synod Council's decision shall be final.

Chapter 16.

AMENDMENTS

- *C16.01.** Unless provision *C16.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least fifty (50) voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify this congregation's members of the proposal together with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.
- *C16.02.** An amendment to this constitution, proposed under *C16.01., shall:
- a. be approved at any legally called meeting of this congregation by a majority vote of those voting members present and voting; and
 - b. be ratified unchanged at the next regular meeting of this congregation by a two-thirds vote of those voting members present and voting.
- *C16.03.** Any amendments to this constitution that result from the processes provided in *C16.01. and *C16.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify this congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.
- *C16.04.** This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of this congregation without presentation at a prior meeting of this congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to this congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of at least two (2) voting members of this congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of this congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following the congregation's vote of approval.

Chapter 17.

BYLAWS

- *C17.01.** This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- *C17.02.** Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum

present by a two-thirds vote of those voting members present and voting.

- *C17.03. Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify this congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- *C17.04. Adopted or amended bylaws shall be sent by the secretary of this congregation to the synod.

Chapter 18.

CONTINUING RESOLUTIONS

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

Chapter 19.

INDEMNIFICATION

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

Bylaws to the Mission Endowment Fund

Adopted April 18, 2010

Amended November 11, 2018; Ratified April 28, 2019

Amended June 7, 2020; Ratified April 11, 2021

Mission Statement: *The mission of the St. John American Lutheran Church Mission Endowment Fund is to encourage Christian stewardship and to enhance the outreach ministry of the congregation by providing an orderly method for receiving and administering gifts bequeathed to the church through good will offerings, wills and other forms of estate planning.*

AMENDMENT TO CONGREGATIONAL BYLAWS The existing St. John American Lutheran Church Mission Endowment Fund (hereafter referred as SJMEF), whose purpose, governance, and operational procedures shall be re-defined and amended by special resolution adopted by this congregation. RESOLUTION TO THE ST. JOHN AMERICAN LUTHERAN CHURCH MISSION ENDOWMENT FUND WHEREAS, Christian stewardship involves the faithful management of all the gifts God has given to humankind - the created world, the Gospel, life, time, abilities, money, including accumulated, inherited and appreciated resources; and WHEREAS, the Scriptural principle of proportionate giving, to return to the Lord a portion of the gifts God has first given to his beloved children, is both a privilege and an appropriate response in all times and circumstances; and WHEREAS, Christians can give to the work of the church through bequests in wills, assignment of life insurance, charitable gift annuities, charitable remainder and other trusts, assignment of certificates of deposit, and transfers of property (cash, securities, bonds, real estate); and WHEREAS, it is the desire of St. John Lutheran Church to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion to our Lord as expressed by the donors and in accord with the policies of this congregation; THEREFORE BE IT RESOLVED, that this congregation in annual meeting on April 18, 2010, amend and approve the records of the church, the current endowment fund by-laws, and investment policy of a new and separate fund to be known as the St. John Lutheran Church Mission Endowment Fund. BE IT FURTHER RESOLVED ***that this congregation, at the special meeting on November 11, 2018, amend and approve to the bylaws of the St. John Mission and Endowment Bylaws to read*** that the purpose of the SJMEF is to enhance the outreach ministry of this congregation apart from the current operating budget of this congregation; that no portion of the income generated by the SJMEF shall be used for current operating or benevolence expenses. ***The foregoing notwithstanding, the SJMEF shall be authorized to make loans to the church so long as such loans are properly memorialized by a Promissory Note stating the amount borrowed, interest rate and terms for repayment of such loan.*** BE IT FURTHER RESOLVED, that the distribution from all unrestricted gifts and bequests to SJMEF shall be transferred periodically and used for outreach ministries. After being vested for a term of 33 and 1/3 years certain, each principal gift not designated in perpetuity by its giver shall be rolled-over and be placed in the Vision Ministry Fund, where its entire remainder is used; BE IT FURTHER RESOLVED, that the St. John Church Mission Endowment Fund Committee (hereafter referred as the Endowment Committee) shall be the custodian of the SJMEF; BE IT FURTHER RESOLVED, that the following Plan of Operations is set forth for the administration and management of the Endowment Committee.

A. PLAN OF OPERATION

- A.1 The Endowment Committee shall consist of five members, all of whom shall be voting members of St. John Lutheran Church. Except as herein limited, the term of each member shall be three years. Upon adoption of this resolution by the congregation, it shall elect five members to the Endowment Committee: two for a term of three years; two for a term of two years; and one for a term of one year. Thereafter, at each annual meeting, the congregation shall elect from the nominees of the Church Council the necessary number for the term of three years. No member shall serve more than two consecutive three year terms. After a lapse of one year, former Endowment Committee members may be re-elected. The Lead Pastor and the President of the Council shall be advisory members of the Endowment Committee with voice, but without vote.

- A.2 If a member has two or more non-excused absences, that member shall be considered to have resigned from the Endowment Committee. In the event of a vacancy on the Endowment Committee, the Church Council shall appoint a member to fill the vacancy until the next annual meeting of the congregation at which time the congregation shall elect from the nominees of the Church Council a member to fulfill the term of the vacancy.
- A.3 The Endowment Committee shall meet at least twice per year, or more frequently as deemed by it and/or the Church Council as in the best interest of the congregation.
- A.4 A quorum shall consist of three members. When only three members are present, a unanimous vote shall be required to carry any motion or resolution.
- A.5 The plan for distribution of the funds from the SJMEF is to be accepted by the congregation at the annual meeting, within the guidelines of Sections B and C of this document, as recommended by the Endowment Committee and approved by the Church Council. The distribution may contain a contingent amount which may be disbursed as required during the year, to fulfill congregational approved applications.
- A.6 The Endowment Committee shall elect from its membership a Chairperson, Recording Secretary and Financial Secretary. The Chairperson, or member designated by the Chairperson, shall preside at all committee meetings.
- A.7 The Recording Secretary shall maintain complete and accurate minutes of all meetings and supply a copy thereof to each member. Each member shall keep a complete copy of the minutes to be delivered to his or her successor. The Recording Secretary shall also supply a copy of the minutes to the Church Council.
- A.8 The Financial Secretary will work with the Church Council Treasurer in maintaining and coordinating complete and accurate accounts and shall authorize all fund transfers to the Church Council and co-execute all transactions and/or other necessary documents on behalf of the congregation in furtherance of the purposes of the SJMEF. The books shall be independently reviewed annually by persons appointed by the Church Council, who are not involved with the Endowment Committee.
- A.9 The Endowment Committee shall provide a copy of the SJMEF account statements on a quarterly basis to designated persons of the Church Council and, at each annual meeting of the congregation, shall render a full and complete independently reviewed account of the administration of the SJMEF during the preceding year.
- A.10 The Endowment Committee may request other members of the congregation to serve as advisory members or as sub-committees, and with Church Council approval at the expense of SJMEF income, may provide for such professional counseling on investments and on legal or financial matters as it deems to be in the best interest of the SJMEF
- A.11 The Endowment Committee members shall not be liable for any losses which may be incurred upon the investments of the assets of the SJMEF except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable unless that member acts in bad faith or with gross negligence. Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the SJMEF in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the SJMEF.
- A.12 All assets are to be held in the formal name of St. John Lutheran Church Mission Endowment Fund or in the name of the ELCA for the benefit of St. John Lutheran Church.
- A.13 The Endowment Committee with execution by a delegated member of the Endowment Committee shall hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects manage and control the assets of the SJMEF, including any other form of property whether real or personal, tangible or intangible, and/or domestic or foreign, including, but not limited to real estate, oil, gas and other natural resources, and/or accounts in the ELCA Mission Investment Funds, certificates of banks or other lending institutions, and securities bonds, debentures, mortgages, or notes, as in their judgment and discretion they deem wise and prudent.
- A.14 The Endowment Committee shall use the following asset allocation as a guideline when making such

decision concerning the SJMEF as listed in section A.13 above: Asset Category Minimum Maximum
Target Fixed Income/Cash Equivalent 20% 80% 35% Equities 20% 80% 65% In the event that asset values change, or that assets are newly received or liquidated in such a manner as to disrupt the percentages of the SJMEF assets held according to the above restrictions, the Endowment Committee shall, within a reasonable period of time consistent with prudent management, reallocate the liquid assets to bring them into line with the above restrictions once again.

- A.15 Any individual holding of an amount greater than 10% of SJMEF's assets must be approved or rejected by the Executive Committee of the Church Council on or before ten days from date of written request. If no action is taken by the Executive Committee, the Endowment Committee may proceed as if the recommendation is approved.
- A.16 Neither principal nor income of the SJMEF is intended to be used as a source of personal and/or corporate loans or grants to members of the Endowment Committee, employees, or members of St. John Lutheran Church or to contributors to the SJMEF, except those consistent with the purpose and objectives in accordance with sections B and C of this resolution. ***The foregoing notwithstanding, the SJMEF shall be authorized to make loans to the church so long as such loans are properly memorialized by a Promissory Note stating the amount borrowed, interest rate and terms for repayment of such loan.***

B. PLAN FOR DISTRIBUTION

- B.1 The Endowment Committee shall determine the annual distribution of the SJMEF based on the total value of the fund including any other form of property (at the latest appraised value) whether real or personal, tangible or intangible, and/or domestic or foreign, including, but not limited to real estate, oil, gas, and other natural resources and/or accounts in the ELCA Mission Investment Funds, certificates of banks or other lending institutions, debentures, mortgages, notes, and securities and bonds (as reported in the Wall Street Journal) at the closing price on December 31st of each year. The Endowment Committee will determine the market value and they will set aside from either the sale or the earnings, five (5%) percent of the SJMEF on December 31st of each year, which shall be the amount of distribution during the following year. The plan for distribution shall follow the guidelines of Section B.2, a-e. Then, the Endowment Committee will recommend, subject to Church Council acceptance; if rejected, the recommendation will be returned to the Endowment Committee for new action. Upon acceptance by the Church Council, the plan for distribution will be voted for acceptance by the congregation at the annual or special called meeting.
- a) All unrestricted or planned gifts or bequests to the SJMEF shall at the occurrence of the gift be invested by the Endowment Committee. The plan for distribution shall be according to the procedure in Section B.1 and Section B.2, a-e. The gift principal shall be retained in the SJMEF for a period of 33 1/3 years. On the 33 1/3 anniversary of the unrestricted or planned gift or bequest, 100% of the then remaining principal shall be rolled over and placed into the Vision Ministry Fund, a separate fund of St. John Lutheran Church, subject to paragraph B.1.d.
 - b) Donors may designate that their unrestricted or planned gifts (bequests) will remain in the SJMEF in perpetuity, with only the 5% distribution being expended.
 - c) The Congregation shall place all unrestricted or planned gifts (bequests) into the SJMEF for a period, certain. d) No distribution from the asset balance shall be made to the Vision Ministry Fund that reduces the SJMEF total asset balance below the sum of 10% of the annual operating budget of the congregation.
- B.2 Distributions from the SJMEF shall be transferred by voucher to the Church Council periodically for outreach ministry to accomplish the following purposes:
- a) A minimum of ten (10%) percent, within our community (Waterloo/Cedar Falls area) and surrounding area for children and adults:
 - 1. for social service agencies, institutions, hospital chaplaincy, and other service agencies;
 - 2. for special programs designed for those persons in our community who are in spiritual and/or economic need;

3. for temporary shelter, food, and clothing.
- b) A minimum of ten (10%) percent, for regional and national agencies for the purpose of alleviating hunger, poverty, homelessness, disaster response, and other humane purposes.
- c) A minimum of ten (10%) percent in grants and scholarships to one or more of the following purposes:
 1. to support ELCA: schools, colleges, universities, campus ministries, and seminaries;
 2. to our ELCA church-related camping ministries;
 3. to members of St John attending ELCA Colleges and Seminaries;
 4. to members of St John who attend non-ELCA higher education institutions as funds are available.
- d) A minimum of ten (10%) percent in gifts through the Northeast Synod of Iowa-ELCA, and the Evangelical Lutheran Church in America to:
 1. Lutheran Disaster Response
 2. World Hunger
 3. Lutheran World Relief
 4. Global Missions
 5. and other ELCA or Synodical ministries.
- e) And, a maximum of sixty (60%) percent for any one or all of the above designated areas B.2. a-d, in any proportion as determined by the Endowment Committee in consultation with the Lead Pastor, recommended by the Church Council, and accepted by the Congregation at an Annual or special called meeting of the congregation.

B.3 The distributions from the SJMEF shall occur annually.

B.4 Causes and programs for the Endowment Committee to consider for outreach ministry shall be recommended by the Church Council through the advisory capacity of the Council President, the Pastors, Deacons, other staff personnel, Committee Chair-Persons, and/or individual congregational members.

C. PLAN FOR "ROLL-OVER@ TO THE VISION MINISTRY FUND

- C.1 At the end of a period certain, that being 33 1/3 years from the date of receipt, the remainder of each single gift principal (asset) portion of the non-designated or planned gift or bequest will be rolled-over from the SJMEF to the Vision Ministry Fund according to B.1 a-d.
- C.2 These assets will then be expended by the Church Council in accordance with section B.2 a-e of this document.
- C.3 The purpose for the transfer of these assets from the SJMEF to the Vision Ministry Fund is that these funds will be used for building new ministries. These funds are not intended to be used for current operating expenses.

D. PLAN FOR AMENDING THE RESOLUTION

Amendments to this constitution may be proposed by at least one hundred (100) voting members or by the Church Council. Proposals must be filed in writing with the Church Council sixty [60] days before formal consideration by this congregation at its regular or special meeting called for that purpose. The Church Council shall notify the members of the proposal with the council's recommendations at least 30 days in advance of the meeting. A proposed amendment to this constitution shall:

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

E. PLAN FOR DISPOSITION OR TRANSFER OF FUND

"Be it further resolved that in the event that St. John Lutheran Church ceases to exist either through merger or dissolution, disposition or transfer of the SJMEF and the Vision Ministry Fund shall be at the discretion of the Church Council in conformity with the congregation constitution, being within the IRS Code 501 (c)(3) tax exempt organization - rules, and in consultation with the Bishop of the Synod to which this congregation belongs at such time. Discussion with the Evangelical Lutheran Church in America (ELCA) may be desirable for continuation of the SJEF obligations.

F. ADOPTION OF RESOLUTION

"This resolution, recommended by the Church Council and accepted by this Congregation at a legally called Congregational Meeting, is hereby adopted."