

CONSTITUTION AND BYLAWS FOR



A CONGREGATION OF THE



**Evangelical Lutheran
Church in America**

God's work. Our hands.

2023

Christ the King Constitution Revisions

1960	Charter adoption of new Constitution
July, 1989	A committee is formed for constitution revision
January 27, 1991	Annual Meeting, ratified new Constitution
January 26, 1992	Annual Meeting – MSP to “move vestry election date to 4 th Sunday in April (April 26, 1992)”
January 30, 1994	Annual Meeting deleted Section 2, Clause 2 of Bylaws “Nominating at least 2 candidates more than the number required to fill the vacancies on each board”
January 25, 2004	Annual Meeting. Resolution established CTK Endowment Fund with the statement that the “Church council is the deciding body, not the Endowment Committee.”
January 1, 2011	Constitution revised establishing Commissions.
December 3, 2023	Constitution revised establishing new Congregation Boards in place of Commissions, Quorum reduction to 75 members for Congregation Meetings, removal of gender references

INTRODUCTION

In this document, all provisions marked with an asterisk (*) are provisions required by the churchwide assembly of all congregations in the Evangelical Lutheran Church in America. These provisions, from the 2019 and 2022 Model Constitutions for Congregations, define how congregations work together as one Church and can only be amended by the Churchwide Assembly. When congregations wish to update their governing documents, congregations include required provisions from the most recent edition of the Model Constitution for Congregations.

In this document, constitutional provisions begin with a “C”, followed by four numbers (CXX.XX.) Bylaws begin with a “C” followed by 6 numbers (CXX.XX.XX)

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For Christ the King Lutheran Church
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CONSTITUTION AND BYLAWS
for
CHRIST THE KING LUTHERAN CHURCH
of the
EVANGELICAL LUTHERAN CHURCH IN AMERICA®
EFFECTIVE DATE OF DECEMBER 3, 2023

PREAMBLE

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

Chapter 1. NAME AND INCORPORATION

- C1.01.** The name of this congregation shall be Christ the King Lutheran Church of Mankato.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Christ the King Lutheran Church of Mankato is hereinafter designated as “this congregation.”
- C1.03.** For the purpose of this constitution and the accompanying bylaws, the Church Council is hereinafter designated as “the Congregation Council.”
- C1.11.** This congregation shall be incorporated under the laws of the State of Minnesota.

Chapter 2. CONFESSION OF FAITH

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

Chapter 3. NATURE OF THE CHURCH

- *C3.01.** All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- *C3.02.** 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.
 - C3.03.01.** The mission of this congregation: **Christ the King Lutheran Church is a caring community committed to empower all people to know Christ and make Christ known.**
 - C3.03.02.** To fulfill this mission, each of us is called:

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

*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 dignity, 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 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 Board, 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 Congregation Council, and require the members of the council to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions; and
 - k. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- *C5.04. This congregation shall elect from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by this congregation and other qualifications shall be as prescribed in guidelines established by the Southeastern Minnesota 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 for 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 Southeastern Minnesota Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- *C6.02. This congregation accepts the Confession of Faith and agrees to the purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- *C6.03. This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
 - a. This congregation agrees to be responsible for its life as a Christian community.
 - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
 - c. This congregation agrees to call pastoral leadership from the 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 Southeastern Minnesota 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 regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action.

Chapter 7. PROPERTY OWNERSHIP

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

***C7.02.** If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline 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 transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in *C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Southeastern Minnesota 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 Southeastern Minnesota 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.
- *C8.02. 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 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, or
 - e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.
 Such persons who have been removed from the roll of members shall remain persons for whom the Church has a continuing pastoral concern.
- C8.05.01. Any confirmed member who in the judgment to the Congregation Council shows no interest in attending church services, fails to partake of Holy Communion, and/or fails to contribute to the congregational treasury according to the congregation's record, for a period of two years, after supportive and encouraging efforts have been made by the pastoral staff and lay people, shall no longer be presumed to desire membership, shall lose the right to vote, and shall not be counted in the membership statistics of the congregation. However, such names and records shall be kept in the files for a period of no less than five years. Such a person shall be encouraged to participate in the congregational life or to transfer elsewhere. If a member resumes activity, the member shall be restored to the active membership list; if not, the member shall be subject to removal from the congregation's roll and notified accordingly.
- C8.05.02. Children, neither of whose parents or guardians are active members of this congregation, shall be removed from the baptized membership roll if the children fail to participate in the Christian education program of this congregation.
- C8.05.03. Members who have been excommunicated, dismissed, or who have resigned, as well as members who have transferred to other Lutheran congregations or who are definitely known to have become members of other congregations without transfer, shall thereby have relinquished membership and all rights in this congregation.

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. There shall be only one Senior Pastor position. Other pastor positions shall be subordinate to the Senior Pastor and shall be designated herein as Associate Pastors.
- C9.01.02. The Senior Pastor shall:
 - a. be the spiritual leader of this congregation, discerning God's will for the church and interpreting theology;
 - b. be responsible for the well-being of the congregation;
 - c. be responsible for and manage the church's relationship with the ELCA, as defined in the Constitution;
 - d. be responsible for and manage the church's relationship with the local community;
 - e. be responsible for the maintenance of all legal documents;
 - f. propose to the Congregation Council informal affiliations and relationships with other organizations;
 - g. direct, supervise, manage, and evaluate the performance of staff, including the Associate Pastor(s) and/or Deacon(s), and shall recommend their compensation to be proposed in the annual budget;
 - h. ensure that staff of this congregation complies with the constitution, bylaws, continuing resolutions, and Congregation Council policies.
 - i. be an *ex officio* member of the Congregation Council, and all boards and committees of this congregation.
- *C9.02. Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for this congregation by the synod bishop may be called as a pastor of this congregation.
- C9.02.01. Clergy qualified according to C9.02 of this constitution may occasionally perform pastoral functions with the approval of the Congregation Council and the Senior Pastor. In the case where approval must be given prior to the next regularly scheduled council, the Senior Pastor may give the approval.
- *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, 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 Southeastern Minnesota 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 shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.

***C9.07.** During the period of service, an interim pastor shall have the rights and duties in 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 shall:
 - a. keep accurate records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from this congregation;
 - b. submit a summary of such statistics annually to the synod; and/
 - c. 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. Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synod bishop may be called as a deacon of this congregation.
- *C9.23. Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
 - a. Be rooted in the Word of God, for proclamation and service;
 - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
 - c. Speak publicly to the world in solidarity with the poor and oppressed, 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. Consistent with the laws of the State of Minnesota, the bylaws shall designate one meeting per year as the Annual Meeting of this congregation. Meeting(s) of the congregation shall be held at the time(s) specified in the bylaws.

- C10.01.01** The Annual Meeting shall occur on or before the last Sunday of the first month of this congregation's fiscal year. In case of an event determined to be serious enough by the Congregation Council to warrant, the Annual Meeting may be moved to an alternate date and time as soon as is reasonably possible; provided that written notice is mailed or delivered by generally accepted means of electronic communication to the congregation, in the manner specified in the Constitution, at least ten days in advance of such alternate date and time.
- C10.02.** A special Congregation Meeting may be called by:
- the Senior Pastor,
 - the Congregation Council,
 - the president of this congregation,
 - the president of this congregation upon the written request of 15 voting members,
 - the president of the Congregation Council upon request of the synod bishop.
- C10.02.01.** 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 14 days in advance of the date of the meeting.
- C10.04.** A quorum of voting members is required as defined in the bylaws.
- C10.04.01.** A quorum of voting members shall be 75 voting members or 10% of the voting membership of the congregation, whichever is less.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.06.** All actions approved by 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.

Chapter 11. OFFICERS

- C11.01.** The officers of this congregation shall be a president, vice president, secretary, and treasurer.
- Duties of the officers shall be specified in the bylaws.
 - The officers shall be voting members of this congregation.
 - The Congregation Council shall elect the president, vice president, and secretary from its membership, and they, and the treasurer, shall be the officers of the congregation.
 - The treasurer shall be elected by the congregation by written ballot upon Congregation Council recommendation at the Annual Meeting.
 - Immediately following the Annual Meeting, the outgoing president shall convene the new Congregation Council for the purpose of electing the new officers. Their terms shall begin at the close of the meeting.
 - The officers shall be voting members of the Congregation Council.
- C11.01.01.** The officers of this congregation shall act as the corporate officers of this congregation. No officer shall hold more than one office at a time.
- C11.01.02.** The officers shall serve one-year terms or until their successors shall have been duly qualified and elected. No officer, other than the treasurer, shall serve more than two consecutive terms in the same office.
- C11.01.03.** Any officer may be removed by the congregation by majority vote at a properly called congregation meeting when in its judgment the best interest of this congregation will be served thereby.
- C11.01.04.** The President shall:
- preside at all meetings of the congregation;
 - with the Senior Pastor, oversee the work of the officers, Congregation Council, Boards, and Committees, and offer help and counsel as required;
 - chair the Congregation Council and preside at its meetings;
 - designate which board shall be responsible for duties not assigned in the bylaws or continuing resolutions;
 - meet regularly with the pastoral staff regarding the state of the congregation;
 - sign with any other officer of the congregation as authorized in these bylaws the following: notes, deeds, mortgages, bonds, contracts, or other instruments of this congregation that the Congregation Council has authorized to be executed as consistent with C5.03;
 - perform all duties incident to the office of president and such other duties as may be prescribed by the congregation or Congregation Council from time to time; and
 - be an *ex officio* member of all boards and committees of this congregation, except the Nominating Committee.
- C11.01.05.** The Vice President shall:
- assist the president in fulfilling the duties of the office;
 - preside at all meetings in the absence of the president or where requested to do so by the president;

- c. serve as president if for any reason the president is unable to serve;
- d. with the Congregation Council, be responsible for mission evaluation and long-range planning, and for appointing special committees as necessary to accomplish this end; and
- e. perform such other duties as from time to time may be assigned by the president of the Congregation Council.

C11.01.06. The Secretary shall:

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

C11.01.07. The Treasurer shall:

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

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

Chapter 12. CONGREGATION COUNCIL

C12.01. The voting membership of the Congregation Council shall consist of the officers of this congregation, and not more than nine nor fewer than five members of this congregation, at least one of whom shall be a youth (10th through 12th grade) and at least one of whom shall be a young adult (18-35 years of age). Any voting member of this congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office.

C12.02. The members of the Congregation Council shall be elected by the congregation by written ballot to serve for 3 years or until their successors are elected. Their terms shall begin at the close of the Annual Meeting at which they are elected.

C12.02.01. Council members' terms shall be staggered to maintain continuity and knowledge transfer on the Congregation Council. Other than by virtue of being elected an officer, each member of the Congregation Council shall not serve more than two full and continuous elected terms on the Congregation Council, but will be eligible to serve again after a one-year break in service.

C12.02.02. Candidate names for Congregation Council listed on the ballot shall be put forward by the Nominating Committee, as defined in the bylaws.

C12.02.04. Newly elected Congregation Council members shall be installed at a worship service near the date they assume office.

C12.02.05. Any member of the Congregation Council may be removed by the congregation by majority vote at a properly called congregation meeting when in its judgment the best interest of this congregation will be served thereby. 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.

C12.02.06. 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. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the Annual Meeting.

C12.03. Through prayer, long range planning and visioning, the Congregation Council shall determine and oversee the core ministries of Christ the King. It shall be the privilege and responsibility of the Congregation Council to steward the vision of God's preferred future for Christ the King Ministries, the details of which may be specified in the bylaws. The Congregation

Council shall seek the wisdom of the Senior Pastor throughout its deliberations.

- 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 be to:
- a. Lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
 - b. Seek to involve all members of this congregation in worship, learning, witness, service, and support.
 - c. Oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
 - d. Arrange for pastoral service during the sickness or absence of a pastor.
 - e. Be examples individually and corporately of the style of life and ministry expected of all baptized persons.
 - f. Promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, to seek mutual understanding.
 - g. Receive a report on any organizational changes initiated by the Senior Pastor, and approve by majority vote any related budget amendments.
 - h. Approve the annual budgets and submit them to the congregation for its approval at the Annual Meeting. Upon approval of the annual budget by the congregation, the Congregation Council shall supervise the expenditure of funds in accordance with the annual budget.
 - i. Execute the congregational wishes with regard to the acquisition and sale of real property, and any mortgages or liens thereof.
 - j. Evaluate, manage, and safeguard against legal and other liabilities, both actual and contingent, impacting this congregation.
 - k. Approve relationships with other organizations and ministries, as proposed by the Senior Pastor.
 - l. Determine and direct benevolent donations to other organizations, or delegate this responsibility to a Board as defined in C13.02.
 - m. Direct, supervise, manage, and evaluate the annual performance of the Senior Pastor, and determine the compensation for the Senior Pastor to be proposed in the annual budget.
 - n. For the calling of a pastor, review the recommendations of the Call Committee, and forward approved candidate's name to the congregation for authorization to issue a letter of call.
 - o. Maintain supportive relationships with the rostered minister(s) and staff in the fulfillment of their calling or employment.
 - p. Emphasize support of the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
 - q. Recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
 - r. Seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- C12.05.** The Congregation Council shall be responsible for the financial and property matters of this congregation.
- a. The Congregation Council shall be the board of directors of this congregation and, as such, shall be responsible for maintaining and protecting its property and 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 Minnesota, 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 may enter into contracts of up to 5% of the annual budget for items not included in the budget.
 - d. 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.
 - e. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
 - f. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in collaboration with the synod and churchwide organization.
- C12.06.** The Congregation Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.
- C12.06.01.** For the purpose of this bylaw a Congregation Council member shall not benefit either directly or indirectly. However, the Congregation Council member may benefit from a transaction with the congregation if the following is true:
- a. The material facts of the transaction and the Congregation Council Member's interest were disclosed or known to the Congregation Council, and the Congregation Council authorized, approved, or ratified the transaction under the voting procedure set forth below.
 - b. The transaction was fair to the congregation at the time it was entered into or approved.
- C12.06.02.** For the purposes of this section, an indirect interest to a transaction is defined as follows:

- a. Another entity in which the Congregation Council member or immediate family member of the Congregation Council member has a material financial interest or in which the Congregation Council member or immediate family member as a general partner is a party to the transaction.
 - b. Another entity of which the Congregation Council member or immediate family member of the Congregation Council member is an officer, member, manager, or trustee is a party to the transaction.
- C12.06.03.** For the purposes of this section, a conflict-of-interest transaction is authorized, approved, or ratified if it received the affirmative vote of the majority of the members of the Congregation Council in which the following occurs:
- a. There is quorum of the Congregation Council without considering the attendance of the individual with the direct or indirect interest in the transaction; and,
 - b. The person(s) with the direct or indirect interest in the transaction shall recuse themselves from the vote by leaving the room at the time of the vote.
- C12.06.04.** If it comes to the attention of any member of the Congregation Council that the conflict of interest was not disclosed, the act resulting from the vote of the Congregation Council is void; unless there is re-determination after compliance with the above steps.
- C12.07.** The Congregation Council shall submit a comprehensive annual report to this congregation at the Annual Meeting.
- C12.07.01.** The Congregation Council, with staff, shall prepare a yearly report of the total membership roster, including new members, transfers, baptisms, funerals, and inactives, with comparison figures from the previous two years, to be included in the annual report.
- C12.08.01.** A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, and the Senior Pastor or interim pastor, except when the Senior Pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the Senior Pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synodical bishop.
- C12.09.** The chairperson of any meeting of the Congregation Council shall determine the order of business and procedure at the meeting, including such regulation of the manner of voting and the conduct of business according to *Robert's Rules of Order*.
- C12.11.** The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.
- 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 BOARDS and COMMITTEES

- C13.01.** The governance of this congregation shall be carried out by Boards and Committees based on the affirmation of faith practices of our baptism as identified in Chapter 3. We are to:
- live among God's *faithful people*,
 - hear the *word of God and share in the Lord's Supper*,
 - *proclaim* the good news of God in Christ through word and deed,
 - *serve* all people following the example of Jesus and
 - strive for *justice and peace* in all the earth.

CONGREGATION BOARDS

- C13.02.** The **Adult Education Board** is responsible for planning and administering a comprehensive life-long ministry of Christian education for adults, in cooperation with the education and pastoral staff, to promote growth and understanding of the Christian faith.
- C13.03.** The **Children, Youth, and Family Board** is responsible for working with the youth ministry staff and pastor(s) to stimulate, develop, and supervise the total educational program involving young people (ages 0-12th grade and post-high school) of the congregation in the work of Christ and the church. By incorporating adult leadership from the congregation, the Board shall develop events and programs that encourage the building of faith and friendship among the young people of Christ the King.
- C13.04.** The **Congregational Life Board** is responsible for strengthening the fellowship among members by means of social and recreational activities, supervising the fellowship organizations of the church, and assimilating all members into the life of the congregation.
- C13.05.** The **Building and Grounds Board** is responsible for overseeing the preservation and care of the building and grounds of the church. Works with the property manager, and supports the maintenance and custodial staff. The Board shall determine the best options for repairs, changes, and/or additions needed in providing adequate and proper safeguards to the building and its system, and present their recommendations to the Council.

- C13.06.** The **Justice and Peace Board** is responsible for encouraging congregation members to come to a clear understanding of God's justice and peace for themselves and the world as shown through scripture, and to use opportunities to influence effective change in our community through personal and positive action.
- C13.07.** The **Servant Outreach Board** is responsible for directing the service ministries of the church in social education, social service, and action, following the example of Jesus. It shall communicate to the congregation the efforts of addressing the local, nationwide, and worldwide issues. It shall make recommendations to the Congregation Council for the benevolence programs of the congregation.
- C13.08.** The **Stewardship/Finance Board** is responsible for promoting the concept of Christian stewardship to Christ the King members, establishing a balanced budget consistent with giving, receiving gratefully God's blessings, and nurturing the desire to respond to Christ's call to give of our time, talents, and treasure for His sake in the world.
- C13.09.** The **Worship and Music Board** is responsible for the spiritual growth of the membership. Oversees and helps plan the worship services of the congregation, guiding the efforts of those contributing to the worship services, and encouraging individuals and families to grow in faith and life.
- C13.10.** The Congregation Boards shall be governed by the following bylaws:
- C13.10.01.** Each Congregation Board shall:
- have such authority as may be delegated to it by the Congregation Council, and/or by constitution, bylaws, and continuing resolutions of this congregation;
 - work with pastor(s) and/or deacon(s) as well as staff in providing for the care of the congregation in its area of responsibility;
 - implement specific activities of said Congregation Board as established by these bylaws and the Congregation Council;
 - work with the Congregation Council to develop the board's specific area of responsibility;
 - establish committees as may be necessary or advisable to facilitate the discharge of the above responsibilities; and
 - elect from its membership one member to serve as board chair and one member to serve as secretary.
- C13.10.02.** Potential members of the Congregation Boards will be:
- chosen from the active voting membership of the congregation,
 - identified by the Nominating Committee,
 - elected to 3-year terms by the Congregation at the Annual Meeting, and
 - limited to two full terms in succession.
- C13.10.03.** The Congregation Council shall:
- develop, in consultation with each respective board, its goals and activities
 - oversee each board's actions
 - determine the number of members for each Congregation Board.
 - appoint members from the voting membership of the congregation to fill unexpired terms, and
 - appoint a member of the Congregation Council, who is not a member of the Executive Committee, to serve as a liaison to each Congregation Board.
- C13.10.04.** Each Board Chair shall:
- be responsible for coordinating staff, board, and volunteer activities for that area of church life;
 - convene regular board meetings as required, oversee the work of the board, and make certain that appropriate minutes of meetings are maintained;
 - oversee the preparing and monitoring of the annual budget for that board;
 - oversee the disbursement of funds identified with the board's budget;
 - submit a report of board activities and accomplishments for inclusion in the annual report;
 - maintain a record of board responsibilities and activities to assist the succeeding board chair; and
 - coordinate board events and activities with other boards as needs require.

CONGREGATION COMMITTEES

- C13.11.** Committees, as established by the Constitution, report to the Congregation Council. Duties of the committees of this congregation, not specified in the by-laws, shall be established by the Congregation Council.
- C13.12. Audit Committee**
- The purpose of the audit is to ensure:
 - proper entries of receipts and disbursement, and
 - proper presentation of fiscal activity in the financial statements.
 - An Audit Committee of three or more voting members shall be elected at the Annual Meeting.
 - Audit Committee members shall not be members of the Congregation Council.
 - The term of office shall be three years, or until a successor is elected with one member elected each year. Members shall be eligible for reelection.
- C13.12.01.** The Audit Committee shall:
- Audit the treasurer's financial records annually.
 - Prepare a report of audit results to be included in the annual report.

C13.13. Call Committee

- a. When a vacancy occurs in a position for which this congregation calls a rostered minister, a Call Committee of seven voting members shall be elected by the congregation. Their term of office will terminate upon installation of the newly called rostered minister.
- b. This congregation shall issue a letter of call in a form:
 - 1) approved by the Evangelical Lutheran Church in America,
 - 2) bearing the signatures of the President and Secretary of the Congregation Council, and
 - 3) be certified by the signature of the bishop of this synod

C13.13.01. The Call Committee will administer the search process and make a recommendation to the Congregation Council which will forward an approved candidate to the congregation for authorization to issue a letter of call.

C13.14. Endowment Fund Committee

- a. The Endowment Fund Committee of five members will be appointed by the Congregation Council based on the Endowment Fund Policies and Guidelines for three-year staggered terms.
- b. It will provide additional stewardship opportunities for members and friends of Christ the King, and our greater community for the purpose of God's work.

C13.15. Executive Committee – The officers of this congregation and the immediate past president shall constitute the Executive Committee.

C13.15.01. The duties of the Executive Committee shall be determined by the Congregation Council.

C13.16. Nominating Committee

- a. A Nominating committee of seven voting members of this congregation shall be elected at the Annual Meeting for terms of two years. Their terms shall be staggered (3-4) in order to maintain continuity on the committee.
- b. The Congregation Council shall put forth names for election and may include 1 or 2 outgoing members of the Congregation Council.
- c. Members of the Nominating Committee are not eligible for consecutive re-election.

C13.16.01. The Nominating Committee shall nominate candidates for the Congregation Council, the Boards and committees of this congregation, except the Call Committee, Executive Committee and the Nominating Committee.

C13.16.02. Following the Annual Meeting, the committee shall meet quarterly, or more often as necessary, to develop a list of future potential candidates for the Congregation Council and the Boards.

C13.18. Personnel Committee

- a. The Personnel Committee shall be comprised of a present member of the Executive Committee and two voting members of the congregation appointed by the Congregation Council for three-year terms.
- b. The Personnel Committee shall report to the Executive Committee.

C13.18.01 The duties of the Personnel Committee shall be determined by the Congregation Council.

C13.19. Other Committees

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

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(s) 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:

- a) private counsel and admonition by the pastor,
- b) censure and admonition by the pastor in the presence of two or three witnesses,
- c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and
- d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod.

If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.

***C15.02.** The process for discipline of a member of 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:
 - a. suspension from the privileges of congregation membership for a designated period of time;
 - b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
 - c. termination of membership in this congregation; or
 - d. 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 *Model 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 of this congregation of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in †S14.18.d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the *entire* matter shall be referred to the Synod Council for adjudication by whatever process the Council deems necessary. The Synod Council's decision shall be final.

Chapter 16. AMENDMENTS

- *C16.01. Unless provision *C16.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least 10% 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 without change 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.
- C19.01.01. The congregation shall indemnify the following persons:
 - a. Any person who was or is a Congregation Council member acting in accordance with their responsibility thereunder; or,
 - b. A person who is or was serving at the request of the congregation as a director, officer or employee and acting in accordance with their responsibility thereunder.
- C19.01.02. Such indemnification shall have the following restrictions:
 - a. As required by the Articles of Corporation or these bylaws; or
 - b. The person was not in receipt of a financial benefit to which said person is not entitled; or
 - c. An intentional tortuous act; or
 - d. A violation of any unlawful distribution provision of the Minnesota Nonprofit Corporation Act; or
 - e. An intentional violation of criminal law.
- C19.01.03. The indemnification shall include the above individuals who were or are a party or are threatened to be made a party to any suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the acts noted above for which indemnification shall apply. Said indemnification includes expenses (including attorney's fees), judgments, fines, penalty and amounts paid in settlement, actually and reasonably incurred, by such person in connection with the action, suit or proceeding. Additionally, the congregation shall advance payment of reasonable anticipated expenses as determined by a majority vote of the Congregation Council consistent with the voting procedures set forth in C12.6.1.

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