

Approved by Congregation October 17, 2010
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CONSTITUTION
(BYLAWS AND CONTINUING RESOLUTIONS)
OF
FIRST LUTHERAN CHURCH
FARGO, NORTH DAKOTA

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***PREAMBLE**

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

Chapter 1. NAME AND INCORPORATION

- C1.01. The name of this congregation shall be First Lutheran Church, Fargo, North Dakota.
- C1.02. For the purpose of this constitution and the accompanying bylaws, the Congregation of First Lutheran Church, Fargo, North Dakota is hereinafter designated as "this congregation."
- C1.03. This congregation shall be incorporated under the laws of the State of North Dakota.

Chapter 2. CONFESSION OF FAITH

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

- *C2.03. This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.
- *C2.04. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- *C2.05. This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.
- *C2.06. This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- *C2.07. This congregation confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Chapter 3. NATURE OF THE CHURCH

- *C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- *C3.02. 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.

Chapter 4. STATEMENT OF PURPOSE

- *C4.01. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- *C4.02. To participate in God's mission, this congregation as a part of the Church shall:

- a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
- b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
- c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
- d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, and standing with the poor and powerless, and committing itself to their needs.
- e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
- f. Manifest the unity given to the people by God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

*C4.03. To fulfill these purposes, this congregation shall:

- a. Provide services of worship at which the Word of God is preached and the sacraments are administered.
- b. Provide pastoral care and assist all members to participate in this ministry.
- c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
- d. Teach the Word of God.
- e. Witness to the reconciling Word of God in Christ, reaching out to all people.
- f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.

- g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.
 - h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church of America.
 - i. Foster and participate in ecumenical relationships consistent with churchwide policy.
- *C4.04. This congregation shall function through the organizational structure described in this constitution and its bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions.
- *C4.05. This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

Chapter 5. POWERS OF THE CONGREGATION

- *C5.01. The powers of this congregation are those necessary to fulfill its purpose.
- *C5.02. The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- *C5.03. Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation.

The congregation is authorized to:

- a. call a pastor as provided in Chapter 9;
- b. terminate the call of a pastor as provided in Chapter 9;
- c. call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;
- d. adopt amendments to the constitution, as provided in Chapter 17, and amendments to the bylaws as specified in Chapter 16.
- e. approve the annual budget;

- f. acquire real and personal property by gift, devise, purchase, or other lawful means;
- g. hold title to and use its property for any and all activities consistent with its purpose;
- h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- i. elect its Congregation Council, and require the members of the Council to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions; and
- j. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.

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

Chapter 6. CHURCH AFFILIATION

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

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

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

- a. This congregation agrees to be responsible for its life as a Christian community.
- b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
- c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call

procedures except in special circumstances and with the approval of the bishop of the synod.

- d. This congregation agrees to consider associates in ministry, deaconesses, and diaconal ministers for call to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
- e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

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

- a. This congregation takes action to dissolve.
- b. This congregation ceases to exist.
- c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America.
- d. This congregation follows the procedures outlined in *C6.05.

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

- a. A resolution indicating the desire of this congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of this congregation by a two-thirds majority of the voting members present.
- b. The secretary of this congregation shall submit a copy of the resolution to the synodical bishop and shall mail a copy of the resolution to voting members of this congregation. This notice shall be submitted within ten (10) days after the resolution has been adopted.
- c. The bishop of the synod shall consult with this congregation during a period of at least 90 days.
- d. If this congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds majority of the voting members present, at

which meeting the bishop of the synod or an authorized representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.

- e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between this congregation and ELCA shall be terminated.
- f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and published in the periodical of this church.

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

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

Chapter 7. PROPERTY OWNERSHIP

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

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

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

*C7.04. If a two-thirds majority of the voting members of this congregation, present at a regularly called and conducted special meeting of this congregation, vote to become independent or relate to a non-Lutheran church body, title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the

request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of the congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

Chapter 8. MEMBERSHIP

- *C8.01. Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.
- *C8.02. Members shall be classified as follows:
- a. Baptized members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
 - b. Confirmed members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
 - c. Voting members are confirmed members. Such confirmed members during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation.
 - d. Associate members are persons holding membership in other Lutheran or Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, or persons who wish to retain a relationship with this congregation while being members of other congregations. They have all the privileges and duties of membership except voting rights and eligibility for elected officers or membership on the Church Council of this congregation.
- *C8.03. All applications for confirmed membership shall be submitted to and shall require the approval of the 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, synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.
- *C8.05. Membership in this congregation shall be terminated by any of the following:
- a. death;
 - b. resignation;
 - c. transfer or release;
 - d. disciplinary action by the Congregation Council, as outlined in Chapter 15 of this Constitution; or
 - e. Removal from the roll due to inactivity as defined in the bylaws. Such persons who have been removed from the roll of members shall remain persons for whom the church has a continuing pastoral concern.

Chapter 9. THE PASTOR

- *C9.01. Authority to call a senior pastor shall be in this congregation by at least a two-thirds majority ballot vote of members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a Call Committee elected by the Congregation Council shall seek the advice and counsel of the Bishop of the Eastern North Dakota Synod of the Evangelical Lutheran Church.
- *C9.02. Only a member of the clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.
- *C9.03. Consistent with the faith and practice of the Evangelical Lutheran Church in America.

- a. Every ordained minister shall:
 - 1) preach the Word;
 - 2) administer the Sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care; and
 - 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.

- b. Each ordained minister with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) supervise all schools and organizations of this congregation;
 - 3) install regularly elected members of the Congregation Council; and
 - 4) with the Congregation Council, administer discipline.

- c. Every pastor shall:
 - 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
 - 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - 3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and
 - 4) endeavor to increase the support given by the congregation to the work of the churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the Eastern North Dakota Synod of the ELCA.

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

- *C9.05. a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which, except in the case of the death of the pastor, shall be terminated only following consultation with the synodical bishop and for the following reasons:
1. mutual agreement to terminate the call or the completion of a call for a specific term;
 2. resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;
 3. inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;

4. the physical or mental incapacity of the pastor;
 5. disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty; or
 6. the dissolution of the congregation or the termination of a parish arrangement; or
 7. suspension of the congregation as a result of discipline proceedings.
- b. When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office have come to the attention of the bishop of the synod, the bishop in his or her sole discretion may, or when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop shall, investigate such conditions personally in company with a committee of two ordained ministers and one layperson.
 - c. In cases of alleged physical or mental incapacity competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod with the advice of the committee shall declare the pastorate vacant. Upon the restoration of a disabled pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.
 - d. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the bishop of the synod together with the committee described in *C9.05.b shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present and voting where the bishop and committee did not recommend termination of the call or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - e. If, in the course of proceedings described in *C9.05d, the committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action to the synodical bishop, who may bring charges in accordance with the provisions of the constitution and bylaws of the Evangelical Lutheran Church in America and the constitution of this synod.

f. If, following the appointment of the committee described in *C9.05.b or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation(s) being served by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service in the congregation(s) without prejudice and with pay provided through a joint synodical and churchwide fund and with housing provided by the congregation(s).

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

*C9.07. During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.

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

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

*C9.11. With the approval of the bishop of the synod the congregation may depart from *C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop, shall meet with the pastor and representatives of the congregation for a review of the call. Such call may also be terminated before its expiration in accordance with the provisions of *C9.05.a.

*C9.12. The pastor of this congregation:

- a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;

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- 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 shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

*C9.14. The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.

Chapter 10. CONGREGATION MEETING

C10.01. The annual meeting of this congregation shall be held on a date and time to be determined by the Congregation Council pursuant to the bylaws and announced no later than 60 days prior to the meeting.

C10.02. A special meeting of the congregation may be called by the Senior Pastor, the Congregation Council, the President of the Congregation Council, or by the President at the written request of 50 voting members.

- a. The official call for all special meetings shall state in writing the time, place and purpose of the meeting and shall be signed by the proper officer or individuals authorized above and filed with the congregation secretary.
- b. Only that business for which the special meeting was called 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 to all voting members at least ten (10) days in advance of the date of the meeting.

- a. The sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of this congregation shall be considered by this congregation at a meeting called for that purpose and within the provisions of the applicable laws of the State of North Dakota.
- b. When necessary to complete the business of a meeting of the congregation, the meeting may, by majority vote, recess to reconvene at a specified time and place. The time and place of such reconvened meeting must then be announced at services of worship one Sunday in advance or

by written notice to all voting members of the congregation, mailed not less than seven days in advance of the reconvened meeting.

- C10.04. One hundred voting members shall constitute a quorum.
- C10.05. Voting by proxy will not be permitted. Voting by absentee ballot shall not be permitted.
- C10.06. All actions by the congregation shall be by majority vote of those voting except as otherwise provided in this constitution/bylaws.
1. No one shall be declared elected unless he/she has received a plurality of the votes cast.
 2. If more than one ballot is required in an election, the ballot shall be limited to the candidates who have received requisite number of votes on the first ballot to require an additional ballot.
 3. In the following cases voting shall be by ballot:
 - a. To elect the Congregation Council, Foundation Board, and voting members to the Eastern North Dakota Synod Assembly.
 - b. To call a pastor or request his/her resignation.
 - c. To sever membership in the Evangelical Lutheran Church of America.
 - d. When requested by 10 or more voting members present.
 4. In the following cases voting shall be by ballot unless by unanimous consent it is otherwise ordered:
 - a. To adopt or amend the Articles of Incorporation or constitution/bylaws of this congregation.
 - b. To dispose of, encumber, and purchase real property.
- C10.07. *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

Chapter 11. CONGREGATION COUNCIL

- C11.01. The membership of the Congregation Council shall consist of the nine voting members, each of whom shall be voting members of the congregation, and two ex officio members, namely the Senior Pastor and the Church Administrator. Any voting member of the congregation who has reached the age of 18 by the date of his/her election may be elected to the Congregation Council, subject only to the limitation on the length of continuous service permitted for Congregation Council members. 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 without cause from two successive regular meetings of the Congregation Council.
- C11.02. Elected members of the Congregation Council shall be elected for terms of three years by a majority vote at the annual meeting of this congregation. Their tenure shall be so arranged that one-third of the terms expire annually. Under this constitution, such members may serve no more than two consecutive terms. After serving two consecutive terms there must be a break in service of at least three years before being elected (or appointed) to another term.
- C11.03. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall have authority to elect a successor in accordance with the Bylaws.
- C11.04. The Congregation Council shall have general oversight of the activities of this congregation to the end that everything shall be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The Congregation Council and its members shall faithfully endeavor:
- 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 Senior Pastor and to annually evaluate the fulfillment of the calling, appointment, or employment.
 - e. To act in a supporting and collaborative manner with the Senior Pastor in maintaining a supportive relationship with other pastors and staff and help

them annually to evaluate the fulfillment of their calling, appointment, or employment.

- f. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- g. To promote a congregation climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- h. To serve as the call committee for extending a call to qualified associate pastor candidates based on the recommendation of the Senior Pastor.
- i. To arrange for pastoral service during the sickness or absence of a pastor.
- j. To emphasize partnership with the synod and churchwide units 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.
- k. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- l. To seek out qualified candidates for ordained ministry.

C11.05. The Congregation Council shall be responsible for the financial and property matters of this congregation. Thus:

- 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 the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of North Dakota, except as otherwise provided herein.
- b. The Congregation Council shall not have authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.
- c. The Congregation Council may enter into contracts as permitted in the bylaws.
- d. The Congregation Council shall prepare an annual budget for adoption by this congregation and shall supervise the expenditure of funds in accordance with the adopted budget and in accordance with the bylaws. The budget shall include the congregation's full-indicated share in support

of the wider ministry being carried on in partnership with the synod and church wide organization.

- e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.
- f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
- g. The Congregation Council shall act as the Human Resources Committee in all areas regarding employment and employment-related issues, including but not limited to the hiring, retaining, training, disciplining, and terminating of employees, and the establishment and execution of appropriate personnel policies and procedures for all rostered and non-rostered staff, unless otherwise addressed in Chapter 9.
- h. The Congregation Council shall retain competent and qualified professionals to conduct an annual audit of the church's financial record-keeping and affairs.

C11.06. The Congregation Council's additional duties shall be to:

- a. Provide for an annual review of the membership roster.
- b. Submit a comprehensive report to this congregation at the annual meeting.
- c. Meet on a regular basis in accordance with guidelines in the bylaws.

C11.07. A quorum for the transaction of business shall consist of 5 of the voting members of the Congregation Council.

Chapter 12. OFFICERS

C12.01. The officers of this congregation and Congregation Council shall be: 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 the congregation.

C12.02. At the first meeting of the Congregation Council following the annual meeting of this congregation, the Congregation Council shall elect its officers.

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- C12.03. Officers' terms shall run from the time of election until a successor is elected.
- C12.04. No officer shall hold more than one office at a time or be eligible to serve more than two consecutive terms in the same office.
- C12.05. To strengthen the continuity of officers, it is recommended, but not required, that the Vice President be selected as the next Congregational President.

Chapter 13. NOMINATING COMMITTEE

- C13.01. A Nominating Committee shall be formed consisting of the Congregational Council members whose terms will expire, and four members at large, who will be elected by the congregation at the preceding annual congregational meeting.
- C13.02. The Senior Pastor shall act as an advisor to the Nominating Committee.

Chapter 14. ORGANIZATIONS WITHIN THE CONGREGATION

- C14.01. Ministry teams, committees, project task forces, or other groups may be formed as the need arises, for the time and duration needed. All such 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. Organizations shall function in manners consistent with the mission, constitution and bylaws of First Lutheran. As outgrowths and expressions of this congregation's life, the organizations are subject to the oversight and direction of the Congregational Council.
- C14.02. All organizations and their duties shall be established by the Congregation Council in the continuing resolutions. Church ministry staff can also establish ministry teams, committees, or project task forces with appropriate communication with the Congregation Council.
- C14.03. All organizations are established to see the goals of the congregation are met. These goals are:

Worship God
Proclaim God's saving Gospel
Carry out The Great Commission and bring all people to faith in Christ
Meet human needs
Nurture in the Word of God
Provide services of worship
Administer the Sacraments

Assure for provision of pastoral care
Teach the Word of God
Educate children and the youth in the Word of God
Foster Christian fellowship
Provide financial support for the congregation and its ministry
Maintain property and grounds

- C14.04. All organizations shall report and be responsible to the Congregation Council and shall ultimately be responsible to the Congregation. The Congregation Council has the right to revoke support of any organization within the Congregation that does not represent the values and faith statements of First Lutheran Church.

***Chapter 15. DISCIPLINE OF MEMBERS**

- *C15.01. Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent troublemaking in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the senior pastor, b) admonition by the senior pastor in the presence of two or three witnesses, and c) citation to appear before the Congregation Council. If for any reason, the senior pastor is unable to administer the admonitions required by a. and b. hereof the president or vice president shall administer such admonitions.
- *C15.02. The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America. If discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be prepared by member(s) of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Congregation Council of the need to issue a written citation to the accused and the accuser(s) that specifies the time and place of the hearing before the Congregation Council. The written charges shall accompany the written citation to the accused. The written citation that specifies the time and place of the hearing before the Congregation Council and requests the presence of the member charged with the offense shall be sent at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Congregation Council may proceed with the hearing and may pass judgment in the member's absence.
- *C15.03. Members of the Congregation Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Congregation Council are disqualified from voting on the question of the guilt of the accused member. Should the allegations be sustained by a two-thirds majority

vote of the Congregation Council, the Congregation Council shall impose one of the following disciplinary actions:

- a. Censure before the Congregation Council or congregation;
- b. Suspension from membership for a definite period of time; or
- c. Exclusion from membership in this congregation

Disciplinary actions b. and c. shall be delivered to the member in writing.

- *C15.04. The member against whom disciplinary action has been taken by the Congregation Council shall have the right to appeal the decision to the Synod Council. Such right may not be abridged, and the decision of the Synod Council shall be final.
- *C15.05. Disciplinary actions may be reconsidered and revoked by the Congregation Council upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.
- *C15.06. For disciplinary actions in the congregation, “due process” shall be observed as specified in 20.41. in the Constitution, Bylaws, and continuing resolutions of the Evangelical Lutheran Church in America.
- *C15.07. No member of a congregation shall be subject to discipline for offenses that the Congregation Council has previously heard and decided, unless so ordered by the Synod Council after an appeal.
- *C15.08. **Adjudication** - When there is a disagreement among factions within the congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the Synod Bishop for consultation after informing the President of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council whose decision shall be final.

*Chapter 16. BYLAWS

- *C16.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- *C16.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.

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*C16.03. Changes to the bylaws may be proposed by any voting member provided however, that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before the annual or a special congregation meeting called for that purpose and that the Congregation Council notify the members of the proposal with its recommendation at least 30 days in advance of the congregation meeting.

*C16.04. Approved changes to the bylaws shall be sent to the synod.

***CHAPTER 17. AMENDMENTS**

*C17.01. Amendments to this constitution may be proposed by at least 5% of the 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 its regular or special meeting called for that purpose. The Congregation Council shall notify the members of the proposal with their recommendations at least 30 days in advance of the meeting.

*C17.02. 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.

*C17.03. Any amendments to this constitution shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution and bylaws of the Evangelical Lutheran Church in America, or the constitution of the Eastern North Dakota Synod.

*C17.04. Whenever the Model Constitution for Congregations is amended by the Churchwide Assembly, this constitution may be amended to reflect any such amendment by a simple majority vote at any subsequent meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail notice to the congregation of such amendment or amendments at least 30 days prior to the meeting. Following the adoption of an amendment the secretary of the congregation shall submit a copy thereof to the synod, consistent with c17.03.

***Chapter 18. CONTINUING RESOLUTIONS**

- *C18.01. The Congregation Council may enact continuing resolutions which create, modify, or discontinue the function of the various committees or organizations of this congregation.
- *C18.02. Continuing resolutions shall be enacted or amended by a two-thirds vote of all voting members of the Congregation Council.

***Chapter 19. INDEMNIFICATION**

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

The following are Bylaws to the Constitution as described in Chapter 16

(Relating to Chapter 8 – Membership)

- 8.01. Any confirmed member who fails to attend church services and fails to partake of Communion and contribute of their time, abilities, and financial support as biblical stewards for a period of three years, shall be presumed no longer to desire membership, shall lose the right to vote, and shall not be counted in the membership statistics of the congregation. However, his/her name and record shall be kept in the files for a period of three years thereafter. Such a person shall be encouraged to participate in congregational life, or to transfer elsewhere, as the

situation may indicate to be advisable. If he/she resumes activity within the three year period, he/she shall be restored to the active membership list; if not, he/she shall be dismissed from the congregation and notified accordingly, where possible.

- 8.02. Children, neither of whose parents or guardians are active members of this congregation, shall be dropped from the baptized membership roll if they fail to participate in the Christian education program of the congregation.
- 8.03. Members who have been disciplined according to Chapter 15, dismissed, or who have resigned and members who have transferred to other Lutheran congregations, shall thereby have lost membership in this congregation and all rights appertaining thereto.

(Relating to Chapter 9 – The Pastor)

- 9.01 Call Committee Appointment - The Call Committee for purposes of calling a Senior Pastor shall consist of 10 or more voting members, chosen by the Congregation Council. The Call Committee members chosen from the congregation shall, to the extent possible, be chosen to maintain gender and age balance, and shall possess the following qualities:
- a. passion in ministry;
 - b. leadership skills; and
 - c. the ability to maintain confidentiality and openness to differing views.
- 9.02 If there develops a definite friction between the pastors so that in the judgment of the Congregational Council and the Senior Pastor that the best interests of this congregation are not being served, it shall be within the jurisdiction of the Congregational Council to ask for the resignation of the associate/assistant pastor. Resignations shall become effective at the Congregational Council.
- 9.03 When an associate pastor is called to succeed to the office of Senior Pastor, at least 85% of the ballot vote cast by members present and voting at a meeting legally called for that purpose shall be required.

(Relating to Chapter 10 – Congregation Meeting)

- 10.01. The current roster of voting, confirmed and baptized members shall be determined by the Congregation Council prior to each annual meeting.

10.02. The order of business at the annual meeting shall be:

1. Opening devotion;
2. Approval of the minutes;
3. Reports of the pastors;
4. Elections;
5. Reports of Congregation Council, committees and other church related reports;
6. Approval of budget;
7. Unfinished business;
8. New business;
9. Closing prayer.

(Relating to Chapter 11– Congregation Council)

11.01. Congregation Council Appointment: The Congregation Council shall consist of nine persons chosen from the membership of the congregation. The terms of the Congregation Council shall be divided so that one-third of the terms expire each year. In the event of a vacancy in a Congregation Council group, the Congregation Council may fill the vacancy if the remaining term is less than one year. For vacancies of greater than a year the Congregation Council may fill the vacancy until the next annual election. The criteria to be used by the Congregation Council to fill a vacancy of less than one year shall be the same as that used by the Nominating Committee to select all Congregation Council candidates.

11.02. Budgetary Limits and Restrictions: If the Congregation Council authorizes an expenditure exceeding three percent of the current year's annual approved budget for items not included in that budget, the Congregation Council shall report such expenditure to the Congregation within 30 days of authorizing such expenditure. The Congregation Council may not incur an individual unbudgeted expenditure greater than six percent of the current year's annual budget without Congregational resolution. The Congregation Council shall have the right to borrow an amount up to ten percent of the current year's budget, cumulatively, in any one year, without Congregational resolution.

- 11.03. Congregational Council Meeting: The Congregation Council shall at the first meeting after the annual congregational meeting, establish the date and time of its regular meeting. Re-scheduled regular meetings, may be called and scheduled by the Senior Pastor, the Congregation Council President, or by at least one-half of the Congregation Council members. Notice of each rescheduled regular meeting shall be given to all Congregational Council members.

(Related to Chapter 12 – Officers)

- 12.01. Duties of Officers - The Congregation Council President shall preside at meetings of the congregation and the Congregation Council. The Congregation Council Vice President shall serve the role of Congregation President if the Congregation Council President is unable to serve.
- 12.02. The Congregation Council Secretary, or designee, shall keep accurate minutes of all meetings of the congregation and of the Congregation Council in a volume provided by the congregation, which shall be preserved permanently in its archives.
- 12.03. The Congregation Council Treasurer, or designee, shall keep the books of account of the congregation; and shall receive all funds and disburse them on proper orders, making periodic remittances of benevolence receipts, as directed by the Congregation Council, to the treasurer of the synod.
- 12.04. The Congregation Council Treasurer, or designee, shall provide a written report of all financial transactions to the Congregation Council monthly and to the congregation at its annual meeting. All financial officers shall be bonded, in amounts determined by the Congregation Council. The congregation shall pay the premium. Fidelity coverage provided by the Evangelical Lutheran Church in America shall be deemed a fulfillment of this requirement.

(Relating to Chapter 13 – Nominating Committee)

- 13.01. The Nominating Committee shall select Congregation Council candidates (one for each open seat), including candidates for unfilled vacancies of 1 or 2 years. The number of candidates shall ensure that an equal number of terms expire each year. Congregation Council candidates shall be presented at the Annual Meeting for a vote of confidence and approval by the congregation.
- 13.02. In selecting Congregation Council candidates, the Nominating Committee's goal shall be to identify the congregation's best leaders. In this endeavor it shall strive, within reason, for a semblance of demographic (i.e., gender and age) balance within the Congregation Council as a whole.

- 13.03. Congregation Council candidates selected by the Congregation Council or the Nominating Committee shall:
- a. Demonstrate a disciple's lifestyle through regular prayer, Scripture reading, worship attendance, and stewardship of self through giving of time, talent, and treasure;
 - b. Possess leadership skills;
 - c. Have an interests and passion for ministry;
 - d. Have an ability and desire to work effectively with other Congregation Council members;
 - e. Possess effective communication skills; and
 - f. Possess educational backgrounds, skills, and life experiences sufficient to assure a diverse and effective Congregation Council.
- 13.04. The Nominating Committee shall also select voting members to the annual synod assembly and other ELCA conventions and assemblies, the number of selected voting members to equal the number of vacancies. The committee shall endeavor to select voting members that represent a cross-section of First Lutheran Church and reflect its values and faith statements (see Chapters 2 and 4) as understood by their individual consciences. The issues to be voted on at the Synod Assembly shall be presented to the congregation of First Lutheran Church prior to the Synod Assemblies. The members of the congregation shall vote prior to the Synod assemblies. This vote shall advise the voting members but not be binding.
- 13.05. The Nominating Committee shall nominate four candidates for four positions on the Nominating Committee for the following year. Additional nominations may be made from the floor at the annual meeting.

(Related to Chapter 19 – Indemnification)

- 19.01. Every member of the Congregation Council of First Lutheran Church shall be indemnified by First Lutheran Church against all expenses and liabilities, including the settlement thereof and attorney's fees reasonably incurred by or imposed upon such council member, in connection with any proceeding to which he or she may be a party or in which he or she may become involved arising out of conduct that is within the scope of his or her duties as a council member of First Lutheran Church. Such indemnification applies whether or not he or she is a council member at the time such expenses and liabilities are incurred. Such indemnification extends not only to council members of First Lutheran Church, but also to the estates and personal representatives of the council members, and shall be in addition to, and not exclusive of, all other rights to which the council member may be entitled by statute, law, contract, agreement, or otherwise.

The following are continuing resolutions as described in Chapter 18.

(At the time of this constitutional writing, there are no continuing resolutions)