

# CONSTITUTION, BYLAWS, AND CONTINUING RESOLUTIONS of MARIN LUTHERAN CHURCH

as approved on June 13, 2010 and September 19, 2010

## **Understanding which is which** (constitution, bylaw or continuing resolution) **in our Governing Documents:**

The provisions of the Constitution, the Bylaws, and the Continuing Resolutions that pertain to the same matter have been placed together. The three types of material are identified by the following devices:

- a. All constitutional provisions are printed in **bold face type**.
- b. All bylaw provisions are printed in light face type.
- c. All continuing resolutions are printed in *italic type*.
- d. A numbers indicate general subjects, constitutional provisions, bylaw provisions, and continuing resolutions.

Major sections are designated as chapters. The chapters are numbered 1 through 20. The chapter designation becomes the first number in the sequence and is followed by a period. Thus provisions in “Chapter 12. Congregation Council” are preceded by “12.”

**Constitutional provisions** have two sets of numbers, the chapter number and a two-digit number preceding the second period. Thus, one constitutional provision related to Officers of this congregation is 11.01.

Bylaw provisions have three sets of numbers: the chapter number; the related constitutional provision number; and a two-digit bylaw number. Thus, one bylaw provision related to the secretary of this congregation is 11.01.03.

*Continuing resolutions* also have three sets of numbers except that the third set is preceded by a capital letter. Thus, a continuing resolution might be numbered 13. to designate the chapter; 13.03. to designate the subject matter within the chapter; and the third set might be numbered A10. The “A” indicates that it is the first continuing resolution regarding that subject and by the “10” that it was adopted in 2010.

## **\*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 **MARIN LUTHERAN CHURCH.**
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of **MARIN LUTHERAN CHURCH** is hereinafter designated as "this congregation."
- C1.11.** This congregation shall be incorporated as a nonprofit corporation under the laws of the State of California. The address of the corporation is 649 Meadowsweet Drive, Corte Madera, CA 94925-1631.

### **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.

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\* Required provision

### **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 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 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 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 Congregational Council shall prepare descriptions of the responsibilities of each committee, or other organizational group and shall review their actions. Such descriptions shall be contained in the bylaws or continuing resolutions.
- \*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 Congregational Meeting called and conducted as provided in this constitution and bylaws.
- \*C5.03. Only such authority as is delegated to the Congregational 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 officers, Congregational Council, and committees and ministry team chairs, and require them 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
- C5.03.01 Congregational Council has the authority between meetings of the congregation to choose delegates to any group or meeting in which the congregation is entitled to representation.

## **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 Sierra Pacific Synod of the Evangelical Lutheran Church in America.
- C5.05. This congregation will have a mission endowment fund that will operate as specified in this congregation's continuing resolutions. 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 Sierra Pacific 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 procedure:
  - 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 this resolution to voting members of this congregation. This notice shall be submitted within 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 the Evangelical Lutheran Church in America shall be terminated.

f. Notice of termination shall be forwarded by the synodical bishop to the secretary of the Evangelical Lutheran Church of America 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 regularly 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 Sierra Pacific 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 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. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Sierra Pacific Synod.

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

C7.05. Real property shall not be purchased, disposed of or encumbered in any manner except by resolution adopted by not less than a two-thirds majority ballot vote of the members present and voting at a legally called meeting of the congregation.

## **Chapter 8.**

### **MEMBERSHIP**

\*C8.01. Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.

\*C8.02. Members shall be classified as follows:

a. *Baptized* members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.

- b. ***Confirmed*** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
  - c. ***Voting*** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation.
  - 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, 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 offices or membership on the Congregational Council of this congregation.
- \*C8.03.** All applications for confirmed membership shall be submitted to and shall require the approval of the Congregational 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 by the Congregational Council; or
  - e. inactivity. Removal from the roll due to inactivity is 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.
- C8.05.01 The Pastor or an Outreach Ministry assigned team shall make a determined effort to meet with a confirmed member who does not, for a period of one year, partake of Holy Communion, support the congregation with offerings, and does not appear to desire to participate in the life and worship of the congregation to encourage them to return to active membership. If, during the second year, the confirmed member does not actively participate, his/her name should be considered for removal from the active membership roster of the congregation to then be maintained on an inactive list as one who is in ongoing need of the congregation's prayer and concern.

Children, neither of whose parents or guardians are active members of this congregation, shall be dropped from the baptized membership roster if they fail to participate in the Confirmation education programs of this congregation.

## Chapter 9.

### THE PASTOR

- \*C9.01.** Authority to call a 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 committee elected by this congregation to recommend the call, shall seek the advice and help of the bishop of the synod.
- \*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 Congregational Council ; and
    - 4) with the 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 Sierra Pacific Synod of the ELCA.
- C9.03.A10 visit members in their homes or places of employment; visit potential new members; and visit inactive members (as defined in C8.05.e), encouraging them to return to active membership.*
- C9.03.B10 The Pastor(s) or their designee(s), shall be responsible, in conjunction with the appropriate committee or ministry team, to complete the annual reviews of paid staff during the first two calendar months of each year. Reviews for new staff shall be provided at their 3 month anniversary and at the calendar annual review period. The Staff-Parish Relations Committee shall provide guidelines and procedures for these reviews.*
- \*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.**
- 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;
  - 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 Congregational 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 case 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 the 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 \*C9.05.d., 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 Congregational 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 Congregational 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 Congregational 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 a call may also be terminated before its expiration in accordance with the provisions of \*C9.05.a.
- \*C9.12.** The pastor of this congregation:
  - a.** shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
  - b.** shall submit a summary of such statistics annually to the synod; and
  - c.** shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- C9.12.01 Shall maintain the roster of baptized, confirmed, associate and voting members and copies shall be available to voting members of the congregation.
- \*C9.13.** The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.
- \*C9.14.** The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her 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.
- C9.14.01. Should the congregation be merged, the parochial records shall be deposited with the successor congregation. Should the congregation be divided or be dissolved, the parochial records shall be deposited with the synod.
- C9.20.** Ecumenical pastoral ministry - Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, an ordained minister of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between the congregation and the ordained minister in a form proposed by the synodical bishop and approved by the congregation

## Chapter 10.

### CONGREGATION MEETING

#### **C10.01. The annual, semi-annual and elections meetings of this congregation shall be held at a time specified in the bylaws.**

- C10.01.01 The current rosters of voting, confirmed, baptized and associate members shall be available at each meeting of the congregation.
- C10.01.02. The annual meeting of this congregation shall be held in January. The elections meeting each year shall be held in December. The semi-annual meeting shall be held each year at a date set by the Congregational Council.
- C10.01.03. The annual meeting shall be the forum where reports shall be received from Pastor(s), Director of Music Ministry, all officers, committees, ministry teams, organizations and auxiliaries of the congregation. All reports shall be submitted in written form to the church office prior to such meeting, so that an annual report may be prepared for the annual meeting.
- C10.01.04. A meeting of the congregation may, by majority vote, recess to reconvene at a specified time and place. A meeting may also recess to reconvene upon call; provided, however, that the time and place of such a reconvened meeting must be announced at a public service of the congregation and not less than five days mailed notice be given to voting members.
- C10.01.05. In the following cases, voting shall be by written ballot:
- a. to elect officers, committee chairs and ministry team leaders when more than one person is nominated for an office.
  - b. to adopt or amend the articles of incorporation, constitution or bylaws of the congregation.
  - c. to call a pastor or request his resignation.
  - d. to remove a member from an elected office.
  - e. to sever membership in the Evangelical Lutheran Church in America.
  - f. to dispose of, purchase or encumber real property.
  - g. when requested by twenty or more voting members present.
- C10.01.06. If more than one ballot is required in an election, a motion shall be in order to limit the subsequent balloting to the three candidates receiving the highest number of votes; and after another ballot to limit the balloting to the two candidates receiving the highest number of votes.

#### *C10.01.A10 The following order of business is recommended for the annual meeting:*

- a. opening devotions.*
- b. approval of minutes of the previous congregational meeting.*
- c. report of the pastor.*
- d. report of the President, stewardship secretary, treasurer and Audit Committee.*
- e. approval of actions of the officers and ministry teams for the prior year as recorded in the minutes of the Congregational Council and congregational meetings.*
- f. additional reports of the officers, committees, ministry teams, organizations, etc., shall be presented without being read, if so voted by a majority of the voting members present and if copies are made available to the congregation. Items C10.01.A10. b, c and d above shall be accepted individually as presented. The remaining reports may be collectively accepted if so voted by a majority of the voting members present and if copies are made available to the congregation.*
- g. approval of budget for the coming year by a majority of the voting members present and voting.*
- h. unfinished business.*
- i. new business.*
- j. closing prayer.*

- C10.02.** A special Congregation meeting may be called by the pastor, the Congregational Council, or the president of this congregation, and shall be called by the president of the congregation upon the written request of five percent of the voting members. 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 email, U.S. mail and/or some other appropriate means of communication to all voting members at least 10 days in advance of the date of the meeting. The posting of such notice sent to the last known address of such members shall be sufficient.
- C10.04.** Twenty voting members or two-thirds of the voting membership, whichever is less, shall constitute a quorum.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.06.** All actions approved by the congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution.
- C10.07.** Robert's *Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

## **Chapter 11.**

### **OFFICERS**

- C11.01.** The officers of this congregation shall be a president, vice president, secretary, treasurer, and stewardship secretary.
  - a.** The officers of the congregation shall be the Officers of the Corporation. All contracts and other legal documents shall be signed by the president and secretary. Other duties of the officers shall be specified in the bylaws.
  - b.** The officers shall be voting members of the congregation.
- C11.01.01.** The president will provide overall leadership for the congregation's business and activities and is responsible to the congregation for carrying out the mission of the congregation in accordance with this constitution and bylaws. To accomplish this, the president shall work closely with the pastor(s), council, committees, ministry teams and organizations to provide leadership and administration. The President will preside at all meetings of this congregation and of the Congregational Council and the President, in consultation with the Pastors, shall prepare the agendas for the meetings of the Congregational Council. The president is an ex-officio member of all ministry teams, committees, organizations, etc., except the Nominating Committee. The vice president may be assigned, by the president, to serve in the ex-officio capacity. If the president dies, resigns or is unable to serve for a period of two continuous months or more, the vice president shall assume the duties of the president until the President returns or the term ends. If the president and vice president are unable to serve, there shall be a congregational elections meeting.
- C11.01.02** The vice president will preside at the meetings of the congregation and of the Congregational Council in the absence of the president.
- C11.01.03** The secretary will keep accurate minutes of the meetings of the congregation and the Congregational Council, shall prepare Minutes in written or typed format prior to the following Congregational Council or congregational meeting and shall make them available to members of the congregation; will ensure proper maintenance of the official records of the congregation; will issue notice of all meetings of the congregation and Congregational Council; will receive and file all ministry teams, committee and organization reports; will maintain the congregation policy manual; will handle the general correspondence of the congregation; and shall preside at the

meetings of the Congregational Council and of the congregation in the absence of the president and vice president.

- a. The official records of the congregation shall include, but not limited to, the following:
  - i. Incorporation Documents
  - ii. Council and Congregational Meeting Minutes
- b. Should the congregation be merged, the official records shall be deposited with the successor congregation. Should the congregation be divided or be dissolved, the official records shall be deposited with the synod.

C11.01.04 The treasurer shall:

- a. maintain records of the finances of the congregation, have custody of all funds of the congregation and receive and disburse such funds in accordance with the decisions of the congregation or the Congregational Council.
- b. be limited to disbursement of funds according to the budget, and shall also be limited to a maximum of \$500 of necessary non-budgeted expense, per month, provided the treasurer has the approval of the Finance Committee. Such expenditure must be announced to the Congregational Council at the next Congregational Council meeting. Salary and Expense advances, under special conditions, will be allowed if approved by the president of the congregation and the Finance Committee.
- c. draw upon all Perpetual Funds of the congregation. The funds include Mission Endowment, Worship and Music, Property, or any other special congregational fund. For each Perpetual Fund, except Mission Endowment, the Ministry or Committee whose activities are the intended use of that Fund, will have the sole discretion and authority to use monies from that fund, up to \$1,500, for any purpose deemed by that Ministry or Committee to be consistent with its stated mission. Expenditure for any item greater than \$1,500 will be submitted to the Congregational Council for approval. All disbursements from the Mission Endowment Fund will require Congregational Council approval.
- d. be allowed the privilege to draw checks with the treasurer's signature only. Double signature will not be required. In the absence of the treasurer, the president or the vice president shall be entitled to draw checks on all accounts that the treasurer may draw from, and the same restrictions shall apply, including approvals of non- budgeted items, and the privilege of single signature.
- e. be responsible for, but shall not participate in the counting and depositing of all funds received by the congregation

C11.01.05. The stewardship secretary shall maintain records of all contributions, make regular reports to the Congregational Council and to the members and work with the treasurer to reconcile bank deposits and recorded offering receipts.

**C11.02. The congregation shall elect its officers at its election meeting. Officers elected shall serve for two years or until their successors are elected. The President and Vice President and Stewardship Secretary will be elected in odd years and the Secretary and Treasurer shall be elected in even years. Their terms shall begin on January 1 following the elections meeting. Newly elected Officers shall be installed at a service of worship in January.**

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

## Chapter 12.

### CONGREGATIONAL COUNCIL

- C12.01.** The voting membership of the Congregational Council shall consist of no more than two pastor(s), the President, Vice President, and Secretary of the congregation, the Finance Chair, and not more than four nor fewer than three members-at-large of the congregation to ensure an odd number of Council members. A member's place on the Congregational Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from three successive regular meetings of the Congregational Council without cause. Consistent with the laws of the state in which this congregation is incorporated, the congregation may adopt procedures for the removal of a member of the Congregational Council in other circumstances.
- C12.01.01 The Congregational Council may terminate an elected individual from his office by a vote of two-thirds of the Congregational Council for not fulfilling the duties for which they were elected.
- C12.02.** The members-at-large of the Congregational Council shall be elected by the congregation at the elections meeting to serve for two years or until their successors are elected. Such members shall be eligible to serve no more than two full terms consecutively. Two members-at-large should be elected in the even years and the other member(s)-at-large in the odd years. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. Their terms shall begin on January 1 following the elections meeting. Newly elected member(s)-at-large of the Congregational Council shall be installed at a service of worship in January.
- C12.03.** Should a member's place on the Congregational Council be declared vacant, the Congregational Council shall elect, by majority vote, a successor; such appointment shall be confirmed at the next legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting. Individuals who have served less than one-half of a regular term shall be eligible for nomination and election to two full terms.
- C12.04.** The Congregational Council shall fill any other vacancy of an elected position; such appointment shall be confirmed by majority vote of the congregation at the next congregational meeting.
- C12.05.** The Congregational 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 Congregational Council related to this shall be specified in the bylaws.
- C12.05.01 The duties of the Congregational Council shall include the following:
- 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. A summary of this evaluation shall be part of the Congregational Council's annual report to the Congregation.
  - b. invite semi-annually all ministry teams, committees and organizations of MLC to the Council meeting to discuss MLC's mission and goals and review activities the ministry teams, committees and organizations are undertaking to support the mission and goals.
  - c. seek to involve all members of this congregation in worship, learning, witness, service, and support.
  - d. oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
  - e. maintain supportive relationships with the pastor(s) and staff

- f. in conjunction with the Staff Congregations Relations Committee and the procedures and guidelines they establish, help the pastors to evaluate the fulfillment of their calling during the first two month of each calendar year.
- g. be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- h. promote, in conjunction with the Staff Congregation Relations Committee, a congregational climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- i. emphasize partnership with 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.
- j. recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- k. seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- l. choose, between congregational meetings, from among the Congregations 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.

**C12.06. The Congregational Council shall be responsible for the financial and property matters of this congregation.**

- a. The Congregational 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 California, except as otherwise provided herein.**
- b. The Congregational Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.**
- c. The Congregational Council may incur obligations of up to a total throughout the fiscal year of \$5,000 for items not included in the budget. The Congregation Council may incur obligations of more than \$5,000 throughout the fiscal year in excess of the budget only after approval by a Congregation Meeting.**
- d. The Congregational Council shall prepare an annual budget for adoption by this congregation with solicited input from the Pastor(s), each Ministry Team, the organizations of the church, and the officers. The Congregational Council shall supervise the expenditure of funds in accordance therewith following its adoption. The budget shall include this congregation's contribution in support of the wider ministry being carried on in partnership with the synod and churchwide organization.**
- e. The Congregational Council shall review and approve for recommendation the annual budgets of all Special Organizations of MLC, other than those of the official organizations of the Evangelical Lutheran Church in America for adoption by this congregation.**
- f. The Congregational 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.**
- g. The Congregational Council shall be responsible to approve investment guidelines.**
- h. The Congregational Council shall be responsible to approve the congregation's total insurance program.**

- i. **The Congregational Council shall be responsible to approve property use guidelines.**
- C12.07. **The Congregational Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.**
- C12.08. **The Congregational Council shall provide for an annual review of the membership roster.**
- C12.09. **The Congregational Council shall be responsible for the employment of the salaried lay workers of this congregation. In this role, the Congregational Council shall approve the hiring of necessary lay staff and establish and annually review their salaries. The Staff Congregation Relations Committee will provide recommendations on appropriate salaries and annual salary increases.**
- C12.10. **The Congregational Council shall submit a comprehensive report of its activities to this congregation at the annual meeting**
- C12.11. **The Congregational 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.**
  - C12.11.01 Notice of such meeting shall be given not less than seven days prior to the meeting unless extraordinary circumstances exist.
  - C12.11.02 Congregational Council meetings are open meetings which mean members of the congregation and other visitors may attend and, at the discretion of the chair, may offer input during discussion.
- C12.12. **Quorum of the Council shall be defined in the Bylaws.**
  - C12.12.01 A quorum for the transaction of business shall consist of a majority of the members of the Congregational Council. If the pastor(s) or interim pastor requests of the President or consents to be absent from a regular or special meeting, their prior approval to the agenda must be given for that agenda's specific business to be conducted. Chronic or repeated absence of the pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregational Council, following consultation with the synodical bishop.

## **Chapter 13.**

### **CONGREGATION COMMITTEES AND MINISTRY TEAMS**

- C13.01. **The officers of this congregation and the pastor(s) shall constitute the *Executive Committee*.**
- C13.02. **A *Nominating Committee* of five voting members of this congregation shall be elected at the semi-annual meeting. If possible, members of the Nominating Committee shall not have served in the previous year. The Nominating Committee shall nominate one candidate for each elective position to be filled for the coming term, and shall secure the consent of each candidate. Additional nominations may be made at the Elections meeting before the voting is undertaken.**
  - C13.02.01 The Nominating Committee should make every effort to find Council Members that will, given the current Congregational Council makeup, represent all segments of our confirmed membership including youth.
- C13.03. **An *Audit Committee* of three members, two of which shall be voting members of the Congregation, shall be nominated by the Finance Committee and approved by the Congregational Council. Audit Committee members shall not include the Treasurer or members of the Congregational Council except the Finance Chair. Term of office shall be three years, with one member elected each year. Members shall be eligible for reelection.**
  - C13.03.01 An audit of MLC Financials shall be conducted at least once a year, at the closing of the annual books, and shall also be conducted when a new treasurer is elected to fill a vacancy in the office.

*C13.03.A10 Audit Committee shall review and report on the following:*

- a. financial reporting and disclosure process,*
- b. accounting policies and principles,*
- c. internal control process,*
- d. performance of the internal audit function, and*
- e. risk management policies and practices.*

**C13.04. A Staff Congregation Relations Committee shall consist of five voting members including an elected Staff Congregation Relations Chair.**

*C13.04.A10. The Staff Congregation Relations Chair shall be elected by the congregation at the elections meeting to serve for two years or until their successors are elected. The Chair shall be eligible to serve no more than two full terms consecutively. The term shall begin on January 1 following the elections meeting at which the chair are elected. The newly elected Staff Congregation Relations Chair shall be installed at a service of worship in January.*

*C13.04.B10 The members of the Staff Congregation Relations Committee shall be recommended jointly by the committee chair, president and the pastor for approval by the Congregational Council. Appointed members may serve up to 4 continuous years and terms should be staggered.*

*C13.04.C10 The Staff Congregation Relations Committee shall:*

- a. encourage, strengthen, nurture, support, and respect the pastor(s) and staff and their family(s).*
- b. promote unity in the congregation.*
- c. confer with and counsel the pastor(s) and staff on the matters pertaining to the effectiveness of ministry; relationships with the congregation; conditions that may impede the effectiveness of ministry; and to interpret the nature and function of the ministry.*
- d. confer with, consult, and counsel the pastor(s) and staff on matters pertaining to priorities in the use of gifts, skills, and time and priorities for the demands and effectiveness of the mission and ministry of the congregation.*
- e. keep themselves informed of personnel matters in relationship to the ELCA's policies, professional standards, liability issues, and civil law. They are responsible for communicating and interpreting such matters to staff. Committee members should make themselves available for educational and training opportunities provided by the conference, district, and/or other arenas that will enable them to be effective in their work.*
- f. provide at least annually, in conjunction with the Congregational Council, for the evaluation of the pastor(s) and staff regarding their ongoing effective ministry.*
- g. consult with the pastor and staff concerning continuing education and spiritual renewal. If necessary, to arrange with the Congregational Council for the time and financial assistance for the attendance of the pastor and/or staff at such continuing education and spiritual renewal events as may serve their professional and spiritual growth, and to encourage staff members to seek professional certification in their fields of specialization.*
- h. recommend to the Congregational Council, after consultation with the pastor, the professional and other staff positions (whether employee or contract) needed to carry out the work of the congregation.*
- i. consult on matters pertaining to proposals for the compensation, travel expense, vacation, health and life insurance, pension, housing, and other practical matters affecting the work and families of the pastor and staff.*
- j. provide annually to Ministry Teams, Committees, and Congregational Council compensation guidelines that shall govern raises and other changes to staff benefits.*

- k. *provide guidelines and procedures for annual reviews of pastors and staff. Further they shall ensure the appropriate committees, ministry teams, etc. complete the annual reviews during the first two calendar months of each year. Reviews for new staff shall be provided at their 3 month anniversary and at the calendar annual review period.*

**C13.05. When a pastoral vacancy occurs, a *Call Committee* of five or more voting members shall be elected by this congregation. Term of office will terminate upon installation of the newly called pastor.**

C13.05.01 The congregationally elected Call Committee shall act to prepare a call for congregational approval. The Call Committee shall request a list of pastoral candidates from the synod bishop. The list should contain a reliable and comprehensive statement of each pastor's qualifications. Names of additional candidates may be added to the list by members of the congregation, provided that each name is accompanied by a reliable and comprehensive statement of qualifications.

**C13.06 A *Finance Committee* shall consist of five members including an elected Finance Chair, and the Treasurer.**

C13.06.01. The Finance Chair shall be elected by the congregation in odd years at the election meeting to serve for two years or until a successor is elected. The Chair shall be eligible to serve no more than two full terms consecutively. The term shall begin on January 1 following the election meeting at which the Chair is elected. The newly elected Finance Chair shall be installed at a service of worship in January.

*C13.06.A10 The Congregational Council, after consultation with the Finance Chair, shall appoint three members to serve with the Treasurer and finance Chair on the Finance Committee. At least two of these appointed Finance Committee members shall be voting members of the congregation. Appointed members may serve up to four continuous years.*

C13.06.02 The Finance Committee shall:

- a. oversee the MLC treasurer to ensure that expenditures are properly made in accordance with the budget or special authorization.
- b. review any problems disclosed by the work of the Audit Committee, mediate any differences concerning bookkeeping entries and reports, and make bookkeeping decisions as are necessary.
- c. Draft the Annual Congregational Budget for Congregational Council review and approval before the Annual Meeting.
- d. Review and present with the Director(s) of all Organizations of MLC, other than those of the official organizations of the Evangelical Lutheran Church in America, their Annual Budget(s) for Congregational Council review and approval before the Annual Meeting.
- e. periodically evaluate the system of financial recording and reporting, making recommendations as required.
- f. be responsible to establish and periodically review the processes for the counting and depositing of all funds received by the congregation.
- g. be responsible to establish and periodically review the procedures to be followed in making purchases.
- h. be responsible for the administration of the Mission Endowment Fund. The operating guidelines of the Mission Endowment Fund shall be defined in the Continuing Resolutions. All disbursements from these accounts up to a maximum of \$20,000 or 50% of the value of the Mission Endowment Fund, whichever is less, shall be approved by the Congregational Council. Greater amounts shall require congregational approval

- i. be responsible for the filing of such corporate, governmental or other reports as are required.
- j. annually review all insurance policies of the congregation and prepare a report prior to renewal for presentation to the Congregational Council in regards to adequacy of coverage and shall prepare and present a recommendation for renewal terms.
- k. develop Investment Policy for Congregational Council approval . The Investment Policy and any subsequent changes shall be submitted to the Congregational Council for approval.
- l. Recommend to the Congregational Council the hiring of the administrative staff. At the time of hiring, annually or more frequently if conditions require, confer with the Staff Congregation Relations Committee regarding the compensation of these employees; and based on their guidelines provide compensation recommendations to the Congregational Council and/or Finance Committee as appropriate. The Congregational Council will have the final hiring and compensation decisions.
- m. Support the Pastor(s) or their designee(s), with the completion of the administrative staff performance reviews. Reviews for new staff shall be provided at their 3 month anniversary and at the calendar annual review period. The Staff-Parish Relations Committee shall provide guidelines and procedures for these reviews.

**C13.07. A Property Committee shall consist of five voting members including an elected Property Chair.**

C13.07.01 The Property Chair shall be elected by the congregation at the elections meeting to serve for two years or until their successors are elected. The Chair shall be eligible to serve no more than two full terms consecutively. The term shall begin on January 1 following the elections meeting at which the chair are elected. The newly elected Property Chair shall be installed at a service of worship in January.

*C13.07.A10. The Property Committee shall:*

- a. be responsible for the care, maintenance and replacement of all church properties as needed.*
- b. establish, and revise annually, a complete inventory of all church property and equipment with the approximate value, date of purchase, condition at last inspection and possible improvements needed. One copy should be kept by the properties chairman, one copy should be kept in the congregation records by the church secretary, one copy shall be given to the Board of Finance and Administration for insurance purposes, and a fourth copy shall be placed in the church safety deposit box. In conjunction with the property insurance, records of physical property should be kept current, and photographs should be taken. Lists and photographs should be kept in the church safety deposit box.*
- c. develop and annually review the property use guidelines. The property use guidelines and any subsequent changes shall be submitted to the Congregational Council for approval.*
- d. ensure that use of the church property is following established property use guidelines as provided by the Congregational Council.*
- e. shall approve jointly with the Pastor in accordance with the property use guidelines non-members use.*
- f. provide for adequate custodial and landscaping service and review annually all costs of these services.*
- g. report all unusual or emergency situations pertaining to the church property, and report all actions taken to the Congregational Council. Should remedial measures be required, recommendations shall be prepared and presented to the Congregational Council.*
- h. obtain and maintain copies of vouchers, bills or reports for purchased properties, and work with the treasurer in maintaining the book cost of assets on the balance sheet.*
- i. Assure that a record of issued keys for all church properties is maintained.*

- j. Provide to the Treasurer copies of all invoices of items purchased greater than \$500, so that it can be capitalized if applicable and an historical cost record can be maintained.*

**C13.08. The standing Ministry Teams are listed in the Bylaws and their duties are defined in Continuing Resolutions.**

C13.08.01 The Standing Ministry Teams are:

- a. Education Ministry Team
- b. Stewardship Ministry Team
- c. Congregational Care and Fellowship Ministry Team
- d. Worship and Music Ministry Team
- e. Social Action Ministry Team
- f. Outreach Ministry Team

C13.08.02 The Standing Ministry Team Leaders shall be elected by the congregation at the elections meeting to serve for two years or until their successors are elected. The Team Leaders shall be eligible to serve no more than two full terms consecutively. The term shall begin on January 1 following the elections meeting at which the Team Leaders are elected. The newly elected Team Leaders shall be installed at a service of worship in January.

C13.08.03 The Ministry Teams shall:

- a. as necessary, bring issues to council they deem important
- b. conduct a minimum of six meetings annually held at a convenient time and place designated by the Team Leader.
- c. submit a report of its activities to the congregation at the annual meeting and other occasions as the congregation may require.
- d. initiate and carry out such activities and programs within the congregation as will enable it to effectively support the Mission of the Congregation and fulfill the Ministry assigned to it by the constitution, bylaws, and continuing resolutions.
- e. be empowered to administer all funds set aside for its work by budget appropriation or by special resolution of the congregation, provided that the Congregational Council may, at its discretion, restrict such expenditures to conform to the actual financial condition of the congregation.
- f. evaluate its own work annually.
- g. provide a report of its activities, at least semi-annually, to the Congregational Council. Reports should update Congregational Council on progress towards the Ministry's Teams plans and goals and how those support the Congregation's Mission and Vision.
- h. in conjunction with the Pastors, in the Fall of each year, formulate and/or update the plans and goals of the Ministry Team that support the mission and vision of the Congregation. These plans and goals along with budget input will be provided to the Congregational Council.
  - i. govern Ministry Team membership and conduct its meetings in the following way:
    - i. Ministry Teams shall be made up of a minimum of three members, including the Team Leader.
    - ii. Ministry Teams shall keep a record of action or a set of minutes for each meeting.
    - iii. Roster of the Ministry Teams (including any changes) should be reported to the church office for publication and to the Congregational Council.
    - iv. Notice of all Ministry Team meetings shall be given to the church office not less than five days prior to the meeting. Generally meetings shall be noted on the church calendar.

*C13.08.A10 The Education Ministry Team*

- a. as it relates to parish education shall:*
  - i. with the pastor, organize, manage and supervise adult and youth educational activities and programs of the congregation, including Sunday School, Confirmation instruction, adult education, Bible study, Vacation Bible School and others.*
  - ii. be responsible, together with the pastor, for selecting materials used in the adult and youth educational programs.*
  - iii. enlist an adequate teaching and administrative staff for educational programs in the congregation.*
  - iv. keep records of all Sunday School students and encourage their full participation, along with their families, in the life of the congregation.*
  - v. provide for the growth and training of the educational staff, including the pastor, through conferences, conventions, workshops, continuing education programs and the like.*
  - vi. annually provide means whereby teachers and staff of the educational programs are given proper recognition for their work.*
  - vii. select a librarian to maintain and promote the church library.*
  - viii. select a Sunday School superintendent who will be a member of this ministry team. The superintendent will organize, coordinate and supervise the operation of the Sunday School, pre-school through fifth grade.*
- b. as it relates specifically to youth education shall:*
  - i. plan a program for pre-high school students in the congregation.*
  - ii. plan a program for the high school students in the congregation. A representative(s) of the youth organization shall be a member of this ministry team.*
  - iii. select one or more adults to serve as advisors who will assist the youth in carrying out the program. If a paid worker is desired, recommend to the Congregational Council the hiring of education staff. At the time of hiring, annually or more frequently if conditions require, confer with the Staff Congregation Relations Committee regarding the compensation of these employees; and based on their guidelines provide compensation recommendations to the Congregational Council and/or Finance Committee as appropriate. The Congregational Council will have the final hiring and compensation decisions.*
  - iv. support the Pastor(s) or their designee(s), with the completion of the education staff performance reviews. Reviews for new staff shall be provided at their 3 month anniversary and at the calendar annual review period. The Staff-Parish Relations Committee shall provide guidelines and procedures for these reviews.*
  - v. plan a special event to welcome the newly confirmed young people of the congregation.*
  - vi. coordinate activities for the youth in the congregation and those in other Christian churches, especially the other Lutheran churches within the county.*
  - vii. provide for public recognition of various achievements and accomplishments of individual students and of their organization.*
  - viii. encourage a college fellowship group, which should plan its own activities, with special emphasis on get-togethers in the summer.*
  - ix. encourage and provide for outsider participation in the youth program.*
  - x. work to understand the needs of the youth of the community, and develop programs to meet these needs.*
  - xi. encourage the youth to serve in the life of the community.*

*C13.08.B10. The Stewardship Ministry Team shall:*

- a. annually review the stewardship of the congregation, identify areas which need improvement and plan and execute a program of stewardship education and response. Stewardship is defined as giving of time, talents and treasure.*
- b. develop methods to help members identify ways in which they can help and serve God through this congregation.*
- c. maintain a record of participation for each member, and also record interests and abilities of each member.*
- d. orient new members to the congregation and encourage them to become active in the life of the congregation.*
- e. act as a conduit for matching members of the congregation to opportunities to serve the needs of the congregation and its goals.*
- f. have charge of the annual stewardship program.*
- g. recognize the stewardship secretary as an ex-officio member of this board, and notify the stewardship secretary of all meetings of this board.*

*C13.08.C10. The Congregational Care and Fellowship Ministry Team shall:*

- a. have as a basic objective the strengthening of the bonds of fellowship within the congregation. Spiritual and social events and programs are to be planned for each and for every interest group within the congregation.*
- b. develop and maintain a group of church members who will call upon and assist church and community members as necessary.*
- c. plan, supervise, coordinate and implement several large congregational gatherings and programs each year.*
- d. be responsible for providing coffee hours following Sunday, holiday or special services.*
- e. sponsor the social event in honor of newly received members, and provide for the integration of new members and their families into the congregation.*
- f. provide support for congregational activities which may originate within activity groups of the congregation.*
- g. include at least one member of the Marin Lutheran Church Women.*

*C13.08.D10. The Worship and Music Ministry Team shall:*

- a. work with the pastor to plan, implement and review the worship services of the congregation.*
- b. set the time and schedule of services in conjunction with and approval of the Congregational Council.*
- c. review and recommend new or different forms of worship, liturgies, hymns, settings, etc., in keeping with this constitution and bylaws.*
- d. Recommend to the Congregational Council the hiring of the permanent worship and music service staff including the Director of Music Ministry, organists or other musicians, choir directors, and nursery staff. At the time of hiring, annually or more frequently if conditions require, confer with the Staff Congregation Relations Committee regarding the compensation of these employees; and based on their guidelines provide compensation recommendations to the Congregational Council and/or Finance Committee as appropriate. The Congregational Council will have the final hiring and compensation decisions.*
- e. support the Pastor(s) or their designee(s), with the completion of the Worship and Music staff performance reviews. Reviews for new staff shall be provided at their 3 month anniversary and at the calendar annual review period. The Staff Congregation Relations Committee shall provide guidelines and procedures for these reviews.*
- f. provide for substitute pastors and guest speakers with consultation of the congregation pastor.*

- g. *provide the pastor with lay assistance needed during the worship services. Recruit lay people to help with the following tasks:*
  - i. *greeters at each service*
  - ii. *lector/reader at each service*
  - iii. *communion distribution*
  - iv. *ushers and offering counters*
  - v. *flower chairperson*
  - vi. *acolytes*
  - vii. *altar guild*
  - viii. *sound technicians*
  - ix. *nursery staff*
- h. *purchase and be responsible for all supply items for worship such as hymnals, Bibles, Communion items and festival materials.*
- i. *support the music staff in the purchase music*
- j. *assure that a music library is maintained*
- k. *oversee the care of the choir robes.*
- l. *oversee with the Director of Music Ministry the maintenance and repair of musical instruments such as the organ, pianos and bells, and make recommendations for the purchase, repair, or the disposal of musical instruments.*

**C13.08.E10.** *The Social Action Ministry Team shall:*

- a. *identify issues of social concern in our community which can be addressed by the congregation.*
- b. *promote the involvement of the congregation in community issues and concerns.*
- c. *encourage members of the congregation to become involved in appropriate community organizations which relate to specific needs or issues such as housing, health care, aging, youth concerns, drug abuse prevention, responsible parenting, criminal justice, etc.*
- d. *study and maintain a list of available social agencies for use in referral purposes.*
- e. *promote congregational support of causes such as world hunger, and local and national missions and Lutheran Social Services.*
- f. *provide assistance to members who need transportation, help in grocery shopping, help in food preparation, and other such needs as are brought to the attention of the congregation.*
- g. *disburse benevolence gifts to appropriate agencies.*

**C13.08.F10.** *The Outreach Ministry Team shall:*

- a. *with the pastor and the congregation, plan and implement programs for outreach to unchurched persons, inactive members and potential members.*
- b. *develop and implement all publicity, as appropriate, for services, events, programs and activities of the congregation, to both the congregation and community.*
- c. *develop and maintain a current prospect file and arrange for follow up calling.*
- d. *create a climate of evangelism that will encourage the congregation to share Christ informally and spontaneously with others.*
- e. *maintain the guest book.*

**C13.09.** **Other committees and ministry teams of this congregation may be formed or disbanded, as the need arises, by decision of the Congregational Council.**

**C13.10.** **Duties of committees and ministry teams of this congregation shall be specified in the continuing resolutions.**

**C13.11.** **The pastor(s) of this congregation shall be *ex officio* a member of all committees, ministry teams and organizations of the congregation.**

## **Chapter 14.**

### **ORGANIZATIONS WITHIN THE 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 may determine their policies and shall receive reports concerning their membership, work, and finances. Between Congregational meetings, the Congregational Council shall have the authority to determine their policies and shall guide their activities.
- C14.02.** Special Organizations, 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 Congregational Council and specified in a continuing resolution.

## **Chapter 15.**

### **DISCIPLINE OF MEMBERS AND ADJUDICATION**

- \*C15.01.** Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making 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 pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the Congregational Council. If, for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, the president (if not the pastor) 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 Congregational Council of the need to issue a written citation to the accused and the accusers that specifies the time and place of the hearing before the Congregational Council. The written charges shall accompany the written citation to the accused. A member charged with the offense shall appear before the Congregational Council after having received a written citation, at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Congregational Council may proceed with the hearing and may pass judgment in the member's absence.
- \*C15.03.** Members of the Congregational Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Congregational Council are disqualified from voting upon the question of the guilt of the accused member. Should the allegations be sustained by a two-thirds majority vote of the members of the Congregational Council who are not disqualified but who are present and voting, and renewed admonition prove ineffectual, the council shall impose one of the following disciplinary actions:
- a. censure before the 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 Congregational 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 Congregational Council upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.
- \*C15.06. For disciplinary actions in this congregation, “due process” shall be observed as specified in 20.41.04. 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 Congregational Council has previously heard and decided, unless so ordered by the Synod Council after an appeal.
- \*C15.10. Adjudication - When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregational 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.
- \* 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 Congregational Council at least 60 days before a regular or special Congregation Meeting called for that purpose and that the Congregational Council notify the congregation’s members by mail of the proposal with the council’s recommendations at least 30 days in advance of the Congregation Meeting.
- \* C16.04. Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

## **Chapter 17.**

### **AMENDMENTS**

- \*C17.01. Unless provision \*C17.04. 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 five voting members or by the Congregational Council. Proposals must be filed in writing with the Congregational Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregational Council shall notify the congregation’s members by mail of the proposal together with the council’s recommendations at least 30 days in advance of the meeting.
- \*C17.02. An amendment to this constitution, proposed under \*C17.01., shall:
  - a. be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those voting members present and voting;

- b. be ratified without change at the next annual meeting by a two-thirds majority vote of those voting members present and voting; and
  - c. have the effective date included in the resolution<sup>1</sup> and noted in the constitution.
- \*C17.03.** Any amendments to this constitution that result from the processes provided in \*C17.01. and \*C17.02. 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 Sierra Pacific Synod of the ELCA.
- \*C17.04.** 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—by a simple majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregational Council has submitted by mail notice to the 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 FIVE voting members of the congregation, the Congregational Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

## **Chapter 18.**

### **CONTINUING RESOLUTIONS**

- \*C18.01.** The congregation in a legally called meeting or the Congregational Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
- \*C18.02.** Continuing resolutions shall be enacted or amended by a majority vote of a meeting of the congregation or a two-thirds vote of all voting members of the Congregational 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 Congregational 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 Corporation shall, to the maximum extent permitted by law, indemnify each of its present or former Directors, Officers, employees or other agents (collectively, "Agents") against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (collectively, "Proceedings") arising by reason of the fact that any such person is, or was, an Agent of the Corporation; provided that the Board of Directors determines that such Agent was acting in good faith and in a manner which such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal

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<sup>1</sup> Such an effective date must be stated in relation to the requirements of \*C17.03. to allow time for synodical review of the amendment.

proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes certain actions brought by, or in the right of, the Corporation, by the Attorney General or a person granted relator status by the Attorney General.

If, because of the nature of the proceeding, the Corporation is prohibited by law from indemnifying its Agents against judgments, fines, settlements and other amounts, the Corporation shall nevertheless indemnify each of its Agents against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is, or was, an Agent of the Corporation; provided that the Board of Directors determines that such Agent was acting in good faith and in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of the proceeding upon receipt of an undertaking by, or on behalf of, the Agent to repay the amount of the advance, unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article or by law.

The Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any Agent against any liability asserted against, or incurred by, such person in such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an Agent of the Corporation. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## **Chapter 20.**

### **PARISH AUTHORIZATION**

*[\* Required provisions when congregation is part of a parish]*

**\*C20.01. This congregation may unite in partnership with one or more other congregations recognized by the synod named in \*C6.01. to form a parish. Except as provided in \*C20.02. and \*C20.03., a written agreement, developed in consultation with the synod and approved by the voting members of each congregation participating in the parish, shall specify the powers and responsibilities that have been delegated to a Parish Council.**

This constitution, bylaws and continuing resolutions has been ratified by congregational action on June 13 & September 9, 2010 for implementation on January 1, 2011.

**THIS CONSTITUTION AND BYLAWS SUPERSEDE THE PRECEDING CONSTITUTION OF 1948 AS AMENDED AND THE CONSTITUTION AND BYLAWS OF 1982, 1993, and 2002.**