

# **Constitution, Bylaws, and Continuing Resolutions of The Evangelical Church of the Atonement at Wyomissing**

Constitution and Bylaws Approved at  
the 2020 Annual Congregational Meeting on January 26, 2020

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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 "The Evangelical Lutheran Church of the Atonement at Wyomissing, Pennsylvania".
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of The Evangelical Lutheran Church of the Atonement at Wyomissing, Pennsylvania is hereinafter designated as "this congregation."
- C1.11.** This congregation shall be incorporated under the laws of the Commonwealth of Pennsylvania.

## **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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\* Provision required by the ELCA Model Constitution for Congregations

### **Chapter 3.**

#### **NATURE OF THE CHURCH**

- \*C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- \*C3.02. This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.
- \*C3.03. The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.
- \*C3.04. This church, inspired and led by the Holy Spirit, participates in The Lutheran World Federation as a global communion of churches, engaging in faithful witness to the gospel of Jesus Christ and in service for the sake of God's mission in the world.
- \*C3.05. The name Evangelical Lutheran Church in America (ELCA or "this church") as used herein refers in general references to this whole church, including its three expressions: congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

### **Chapter 4.**

#### **STATEMENT OF PURPOSE**

- \*C4.01. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- \*C4.02. To participate in God's mission, this congregation as a part of the Church shall:
  - a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
  - b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
  - c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
  - d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, 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 this congregation's ministry and the ministry of the other expressions of the Evangelical Lutheran Church in America.
  - h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
  - i. Foster and participate in ecumenical relationships consistent with churchwide policy.
- \*C4.04.** This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. Such descriptions shall be contained in continuing resolutions in the section on the Congregation Committees.
- C4.04.01.** The Congregational Council will exercise governing control over the operations of Atonement Lutheran Church through delegation to the chief executive officer. The chief executive officer shall be the senior pastor. The Council will monitor the chief executive officer's performance and hold him or her accountable for progress on the Ends and compliance with the Limitations as described in continuing resolutions in the section on Congregation Council Policies.
- \*C4.05.** This congregation shall adopt and periodically review a mission statement which will provide specific direction for its programs.
- \*C4.06.** References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God's mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

## **Chapter 5.**

### **POWERS OF THE CONGREGATION**

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

- C5.05.** This congregation shall have a mission endowment fund that will operate as specified in this congregation's bylaws. The purpose of the mission endowment fund is to provide for mission work beyond the operational budget of this congregation.
- C5.05.01.** Bylaws concerning the operation of the mission endowment fund are contained in the appendix titled "Endowment Fund Bylaws."
- C5.05A19.** Policies concerning the operation of the mission endowment fund are contained in the appendix titled "Endowment Fund Policies."

**Chapter 6.**  
**CHURCH AFFILIATION**

- \*C6.01.** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Northeastern Pennsylvania Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- \*C6.02.** This congregation accepts the Confession of Faith and agrees to the purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- \*C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
- a. This congregation agrees to be responsible for its life as a Christian community.
  - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
  - c. This congregation agrees to call pastoral leadership from the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastoral services with a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
  - d. This congregation agrees to consider ministers of Word and Service for call to other staff positions in this congregation according to the procedures of the Evangelical Lutheran Church in America.
  - e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.
- \*C6.04.** Affiliation with the Evangelical Lutheran Church in America is terminated as follows:
- a. This congregation takes action to dissolve.
  - b. This congregation ceases to exist.
  - c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America or in accordance with provision 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America.
  - d. The Northeastern Pennsylvania Synod takes charge and control of the property of this congregation to hold, manage, and convey the same on behalf of the synod pursuant to †S13.24. of the synod constitution. This congregation shall have the right to appeal the decision to the next Synod Assembly.
  - e. This congregation follows the procedures outlined in \*C6.05.
- \*C6.05.** This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:
- a. A resolution indicating the intent to terminate its relationship must be adopted at two legally called and conducted special meetings of this congregation by a two-thirds vote of the voting members present at each meeting. The first such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time this congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the Congregation Council.

Unless he or she is a voting member of this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the first meeting.

- b. Within 10 days after the resolution has been voted upon at the first meeting, the secretary of this congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to voting members of this congregation.
  - c. If the resolution was adopted by a two-thirds vote of the voting members present at the first meeting, the bishop of the synod and this congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the bishop of the attestation and certification as specified in paragraph b. above.
  - d. If this congregation, after such consultation, is still considering termination of its relationship with this church, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the second meeting shall be sent to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is a voting member of this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the second meeting.
  - e. Within 10 days after the resolution has been voted upon, the secretary of this congregation shall submit a copy of the resolution to the bishop, attesting that the second special meeting was legally called and conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to the voting members of the congregation. If the resolution was adopted by a two-thirds vote of the voting members present at the second meeting, the relationship between the congregation and this church shall be terminated subject to Synod Council approval as required by paragraphs f. and g. below.
  - f. Unless this notification to the bishop also certifies that this congregation has voted to affiliate with another Lutheran denomination, this congregation shall be deemed an independent or non-Lutheran church, in which case \*C7.04. shall apply.
  - g. This congregation shall abide by these covenants by and among the three expressions of this church:
    - 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in \*C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
    - 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to receive synod approval before terminating their membership in this church.
    - 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.
  - h. If this congregation fails to achieve the required two-thirds vote of voting members present at this congregation's first meeting as specified in paragraph a. above or fails to achieve the required two-thirds vote of voting members present at this congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of \*C6.05. and may begin no sooner than six months after the meeting at which the two-thirds vote was not achieved.
- \*C6.06.** If this congregation considers relocation, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is taken.
- \*C6.07.** If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action.

## Chapter 7.

## PROPERTY OWNERSHIP

- \*C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Northeastern Pennsylvania Synod of the Evangelical Lutheran Church in America.
- \*C7.02. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline or pursuant to 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America, title to property shall continue to reside in this congregation.
- \*C7.03. If the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in \*C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Northeastern Pennsylvania Synod.
- \*C7.04. If the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in \*C6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the process established by the synod, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America. In neither case does title to this congregation's property transfer to the synod.
- \*C7.05. Notwithstanding the provisions of \*C7.02. and \*C7.03. above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision 9.71.a. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this congregation accepts such restrictions and:
  - a. Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.
  - b. Shall—upon written demand by the Synod Council, pursuant to †S13.23. of the constitution of the Northeastern Pennsylvania Synod—reconvey and transfer all right, title, and interest in the property to the synod.

## Chapter 8. MEMBERSHIP

- \*C8.01. Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.
- \*C8.02. Members shall be classified as follows:
  - a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
  - b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
  - c. **Voting** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of this congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws. They shall not have voted as a seasonal member of another congregation of this church in the previous two calendar months.
  - d. **Associate** members are persons holding membership in other Lutheran congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These

individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.

- e. **Seasonal** members are voting members of other congregations of this church who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
- 1) they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;
  - 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
  - 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with this church;
  - 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
  - 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
  - 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.

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

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

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

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action in accordance with Chapter 20 of the constitution and bylaws of the Evangelical Lutheran Church in America;
- e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.

Such persons who have been removed from the roll of members shall remain persons for whom the Church has a continuing pastoral concern.

## **Chapter 9. ROSTERED MINISTER**

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

**\*C9.02.** Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for this congregation by the synod bishop may be called as a pastor of this congregation.

**\*C9.03.** Consistent with the faith and practice of the Evangelical Lutheran Church in America,

- a. Every minister of Word and Sacrament shall:
  - 1) preach the Word;
  - 2) administer the sacraments;

- 3) conduct public worship;
  - 4) provide pastoral care;
  - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
  - 6) impart knowledge of this church and its wider ministry through available channels of effective communication;
  - 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
  - 8) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
- b. Each pastor with a congregational call shall, within the congregation:
- 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
  - 2) relate to all schools and organizations of this congregation;
  - 3) install regularly elected members of the Congregation Council;
  - 4) with the council, administer discipline;
  - 5) endeavor to increase the support given by the congregation to the work of the churchwide organization and of the Northeastern Pennsylvania Synod of the ELCA; and
  - 6) encourage adherence to covenantal relationship with this church as expressed in the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- \*C9.04.** The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.
- C9.04.01** In order that a pastor of this congregation may be devoted fully to the duties of the office, an adequate salary shall be provided, paid in bi-weekly installments. Expenses incident to attendance at assemblies of the Synod, Synod Bishop convocations, and attendance at meetings of the Mission District shall be defrayed by the congregation.
- \*C9.05.** The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:
- a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the pastor's death or, following consultation with the synod bishop, for the following reasons:
    - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
    - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
    - 3) inability to conduct the pastoral office effectively in this congregation in view of local conditions;
    - 4) physical disability or mental incapacity of the pastor;
    - 5) suspension of the pastor through discipline for more than three months;
    - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
    - 7) termination of the relationship between this church and this congregation;
    - 8) dissolution of this congregation or the termination of a parish arrangement; or
    - 9) suspension of this congregation through discipline for more than six months.
  - b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
    - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
    - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
  - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on

- the roster of Ministers of Word and Sacrament with disability status. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to this congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.
  - e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, this congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
  - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- \*C9.06.** At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.
- \*C9.07.** During the period of service, an interim pastor shall have the rights and duties in this congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any rostered minister providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.
- \*C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting.
- \*C9.09.** When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- \*C9.11.** With the approval of the bishop of the synod, this congregation may depart from \*C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of \*C9.05.a.
- \*C9.12.** The pastor of this congregation:
- a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from this congregation;
  - b. shall submit a summary of such statistics annually to the synod; and
  - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- \*C9.13.** The pastor(s) shall submit a report of 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 this 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 call or approval of a request for change in roster status.
- C9.15.** Under special circumstances, subject to the approval of the synod bishop and the concurrence of this congregation, a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between this congregation and the pastor in a form proposed by the synod bishop and approved by this congregation.
- \*C9.21.** Authority to call a deacon shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.
- \*C9.22.** Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synod bishop may be called as a deacon of this congregation.
- \*C9.23.** Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
- a. Be rooted in the Word of God, for proclamation and service;
  - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
  - c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
  - d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
  - e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
  - f. Practice stewardship that respects God's gift of time, talents, and resources;
  - g. Be grounded in a gathered community for ongoing diaconal formation;
  - h. Share knowledge of this church and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
  - i. Identify and encourage qualified persons to prepare for ministry of the gospel.
- \*C9.24.** The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.
- \*C9.25.** The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:
- a. The call of this congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the deacon's death or, following consultation with the synod bishop, for the following reasons:
    - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
    - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
    - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
    - 4) physical disability or mental incapacity of the deacon;
    - 5) suspension of the deacon through discipline for more than three months;
    - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
    - 7) termination of the relationship between this church and this congregation;
    - 8) dissolution of this congregation or the termination of a parish arrangement; or
    - 9) suspension of this congregation through discipline for more than six months.
  - b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
    - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or

- 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
  - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service with disability status. Upon removal of the disability and the restoration of the deacon to health, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.
  - d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.
  - e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
  - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- \*C9.26.** This congregation shall make satisfactory settlement of all financial obligations to a former deacon before calling a successor. A deacon shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting.
- \*C9.27.** When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- \*C9.28.** With the approval of the bishop of the synod, this congregation may depart from \*C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of \*C9.25.a.
- \*C9.29.** The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations.
- \*C9.31.** The deacon(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

## **Chapter 10.**

### **CONGREGATION MEETING**

- C10.01.** The annual meeting of this congregation shall be held in January or February on a date to be determined each year by the Congregation Council.

- C10.02.** A special Congregation Meeting may be called by the senior pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of this congregation upon the written request of ten percent of the voting members. The president of the Congregation Council shall call a special meeting upon request of the synod bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.
- C10.03.** Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all voting members at least ten (10) days in advance of the date of the meeting.
- C10.04.** Fifty (50) voting members shall constitute a quorum.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.06.** All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.
- C10.07.** *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

## **Chapter 11. OFFICERS**

- C11.01.** The officers of this congregation shall be a president, vice president, secretary, and treasurer.
  - a. Duties of the officers shall be specified in the bylaws.
  - b. The officers shall be voting members of this congregation.
  - c. Officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council.
  - d. If the Congregation Council elects its officers, the president, vice president, and secretary shall be selected from the elected membership of the Congregation Council. If the treasurer is not selected from the elected membership of the Congregation Council, the treasurer shall have voice but not vote at the meetings of the Congregation Council.
- C11.01.01.** The president shall serve as the chief governance officer and ensure the integrity of the Council's governance process, as described in continuing resolutions in the section on Congregation Council Policies, and shall normally chair meetings of the congregation and Council.
- C11.01.02.** In the absence of the president, the vice-president shall assume the responsibilities and authority of the president.
- C11.01.03.** The secretary shall ensure the integrity and availability of the Council's governance documents, that accurate minutes of all meetings of the congregation and Council are kept, and that minutes and Council documents are distributed to Council members, the senior pastor, and the congregation.
- C11.01.04.** The treasurer shall oversee the receipt and recording of income and distribution of expenditures and shall supervise the congregation's bookkeeper in preparation of the payroll for staff and all banking and accounting functions. The treasurer is the agent of direct inspection for reviewing the congregation's financial operation. The treasurer shall be responsible for information delivered to the accounting professional assigned to prepare financial statements when necessary.
- C11.02.** The Congregation Council shall elect its officers and they shall be the officers of this congregation. The officers shall be elected by written ballot and shall serve for one year or until their successors are elected. Their terms shall begin at the close of the annual meeting at which they are elected.
- 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. CONGREGATION COUNCIL**

- C12.01.** The voting membership of the Congregation Council shall consist of the senior pastor and not more than 12 nor fewer than 9 members of this congregation. Any voting member of this congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the

Congregation Council without cause. Consistent with the laws of the state in which this congregation is incorporated, this congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

- C12.02.** The members of the Congregation Council except the pastor shall be elected at a legally called annual meeting of the congregation to serve for three years or until their successors are elected. Such members shall be eligible to serve no more than two full terms consecutively. Their terms shall begin at the close of the annual meeting at which they are elected.
- C12.03.** Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting.
- C12.04.** The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:
- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
  - b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
  - c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
  - d. To maintain supportive relationships with the rostered minister(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.
  - e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
  - f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.
  - g. To arrange for pastoral service during the sickness or absence of the pastor.
  - h. To emphasize support of the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
  - i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
  - j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- C12.04A19.** Policies describing Council governance are contained in the appendix titled "Congregation Council Policies."
- C12.05.** The Congregation Council shall be responsible for the financial and property matters of this congregation.
- a. The Congregation Council shall be the board of trustees of this congregation and, as such, shall be responsible for maintaining and protecting its property and managing its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the Commonwealth of Pennsylvania, except as otherwise provided herein.
  - b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of this congregation.
  - d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than ten percent in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in collaboration with the synod and churchwide organization.
  - e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of mission support monies to the synod treasurer.
  - f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.

- C12.06.** The Congregation Council shall see that the provisions of this constitution, its bylaws, and continuing resolutions are carried out.
- C12.07.** The Congregation Council shall provide for an annual review of the membership roster.
- C12.08.** The Congregation Council shall be responsible for the employment and supervision of the staff of this congregation. Nothing in this provision shall be deemed to affect this congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of this church.
- C12.09.** The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.
- C12.11.** The Congregation Council shall normally meet once a month. Special meetings may be called by the 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.
- C12.12.** A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the senior pastor or interim pastor, except when the senior pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the senior pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synod bishop.
- C12.13.** The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference and, to the extent permitted by state law, notice of all meetings may be provided electronically.

### **Chapter 13.**

#### **CONGREGATION COMMITTEES**

- C13.01.** The officers of this congregation and the pastor shall constitute the *Executive Committee*.
- C13.02.** A *Nominating Committee* of five voting members of this congregation, two of whom, if possible, shall be members of the Congregation Council, shall be appointed by the president for a term of one year.
- C13.05.** When a vacancy occurs in a position for which this congregation calls a rostered minister, a *Call Committee* of six voting members shall be elected by the Congregation Council. Term of office will terminate upon installation of the newly called rostered minister.
- C13.06.** Other committees of this congregation may be formed, as the need arises, by decision of the Congregation Council.
- C13.07.** Duties of committees of this congregation shall be specified in the continuing resolutions.
- C13.07A19.** The Nominating Committee shall secure candidates for positions on Congregational Council and for voting members of the Synod Assembly which are to be filled at the annual Congregation Meeting. The committee is encouraged to secure candidates in excess of the number required to be elected and shall submit the names of the nominees to the congregation at Sunday worship services one week prior to the annual meeting. The names of additional candidates may be placed in nomination, with the consent of the nominee, at the annual Congregation Meeting.
- C13.07B19.** The Executive Committee oversees the Council's plans, policies and decisions consistent with the organization's Vision, Mission and Guiding Principles. The Executive Committee may act on behalf of the full Council and engage in decision making in urgent and crisis circumstances.
- C13.08.** The senior pastor of this congregation shall be *ex officio* a member of all committees and boards of this congregation. The president of this congregation shall be *ex officio* a member of all committees and boards of this congregation.

### **Chapter 14.**

#### **ORGANIZATIONS WITHIN THIS CONGREGATION**

- C14.01.** All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This

congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

- C14.02.** Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council.

## **Chapter 15.**

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

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

*Continuing Resolutions of the Evangelical Lutheran Church in America.* The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.

- \*C15.07. No member of this congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.
- \*C15.10. **Adjudication**
- \*C15.11. When there is disagreement between or among factions within this congregation on a substantive issue which cannot be resolved by the parties, members of this congregation may petition the synod bishop for consultation after informing the president of this congregation of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in †S14.18.d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the entire matter shall be referred to the Synod Council for adjudication by whatever process the Council deems necessary. The Synod Council's decision shall be final.

## **Chapter 16.**

### **AMENDMENTS**

- \*C16.01. Unless provision \*C16.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least five voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify this congregation's members of the proposal together with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.
- \*C16.02. An amendment to this constitution, proposed under \*C16.01., shall:
  - a. be approved at any legally called meeting of this congregation by a majority vote of those voting members present and voting;
  - b. be ratified without change at the next regular meeting of this congregation held pursuant to C10.01. by a two-thirds 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.
- \*C16.03. Any amendments to this constitution that result from the processes provided in \*C16.01. and \*C16.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify this congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.
- \*C16.04. This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of this congregation without presentation at a prior meeting of this congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to this congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of at least two (2) voting members of this congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of this congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

## **Chapter 17.**

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<sup>1</sup> Such an effective date must be stated in relation to the requirements of \*C16.03. to allow time for synod review of the amendment.

## **BYLAWS**

- \***C17.01.** This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- \***C17.02.** Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting.
- \***C17.03.** Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify this congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- \***C17.04.** Adopted or amended bylaws shall be sent by the secretary of this congregation to the synod.

## **Chapter 18.**

### **CONTINUING RESOLUTIONS**

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

## **Chapter 19.**

### **INDEMNIFICATION**

- \***C19.01.** Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Congregation Council member, officer, employee, agent, or other member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.
  - C19.01.01 Limitation of Liability.** To the fullest extent permitted by Pennsylvania law, a member of the Congregation Council shall not be personally liable for monetary damages for any action taken or any failure to take any action, unless such member has breached or failed to perform the duties of his or her office and such breach or failure constitutes self-dealing, willful misconduct or recklessness.
  - C19.01.02 Indemnification.** The Evangelical Lutheran Church of the Atonement at Wyomissing, Pennsylvania shall indemnify any person who was or is a party or is threatened to be made a party a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal or investigative, by reason of the fact that such person is or was a Congregation Council member, officer, or employee, and shall advance expenses incurred in defending an action, to the fullest extent permitted by Pennsylvania law. The Evangelical Lutheran Church of the Atonement at Wyomissing, Pennsylvania, by action of the Congregation Council, may purchase and maintain insurance on behalf of any person and may otherwise secure its obligations with respect to indemnification and advancement of expenses whether or not it would have the power to indemnify under this section.

## APPENDIX: C5.05.01 Endowment Fund Bylaws

adopted January 27, 1965  
amended January 18, 1987  
amended January 31, 1988  
amended January 30, 2000  
amended January 26, 2003

WHEREAS, Christian stewardship involves the faithful management of all the gifts God has given to us, including accumulated, inherited, and appreciated money and other resources; and

WHEREAS, Christians can give to the work of the church through bequests in wills, charitable remainder and other trusts, charitable gift annuities, assignment of life insurance, and transfers of property (cash, stocks, bonds, real estate); and

WHEREAS, it is the desire of the congregation of the Lutheran Church of Atonement to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion to their Lord expressed by the grantors and in accord with the policies of this congregation to further its mission for our Lord both in our own community and abroad:

BE IT RESOLVED, that the purpose of this MISSION ENDOWMENT FUND (hereafter called "Fund") is to enhance the mission outreach of this Church apart from the routine operation of the congregation; that the annual distributions generated by the FUND shall not be used for the basic operating budget of the congregation, but shall be used to support or initiate special programs of service and outreach, education, major repairs and improvements to facilities, and that, except where authorized otherwise in the terms of the gift, the value of the donated principal will be retained and only the defined annual distribution will be expended;

BE IT FURTHER RESOLVED that the annual distribution shall be a fixed percentage (4%) of the average of the Fund value as of December 31 for the previous three years. Annual distributions not used annually or committed and escrowed for future use shall be considered in reserve at stated value for future approved use.

BE IT FURTHER RESOLVED, that the Mission Endowment Fund Trustees (hereinafter called the "Trustees") shall be the administrators of the FUND;

BE IT FURTHER RESOLVED, that the following plan of operation sets forth the administration and management of the FUND:

The objective of the Trustees is to preserve the value of the donated assets in perpetuity while seeking to enhance the annual distributions available for the stated purpose of the Fund.

BE IT FURTHER RESOLVED that all property collected or received for endowment purposes shall be turned over to the Trustees of the FUND who shall be three (3) members in good standing of the congregation who have investment or financial experience. Said Trustees shall hold their terms for a period of three (3) years, with one Trustee to be elected each and every year by the Church Council at its January meeting. No member shall serve more than two (2) consecutive three (3) year terms. After a lapse of one (1) year, a former Trustee may be re-elected. In the event of a vacancy, the Church Council shall appoint a Trustee to fill the unexpired term of the vacancy. (The President of Church Council, the Senior Pastor or his/her designee, and the Chairman of the Finance Committee shall be advisory members of the FUND.)

Trustees shall meet quarterly or more frequently as deemed necessary by them in the best interest of the FUND.

A quorum shall consist of two (2) appointed Trustees.

The Trustees shall elect from their appointed Trustees a chairperson and a recording secretary.

The recording secretary shall maintain complete and accurate minutes of all meetings of the FUND and supply a copy thereof to each Trustee and advisory member of the FUND. Each Trustee shall keep a complete set of minutes to be delivered to his or her successor. The secretary shall also supply a copy of the minutes to the Church Council.

The financial secretary of the Church shall assist the Trustees in maintaining complete and accurate books of accounts for the FUND. Checks and all other necessary documents on behalf of the FUND shall require two (2) signatures, one of which shall be that of a Trustee. In addition, all or some of the advisory members may also be authorized by the Trustees to sign. The books shall be audited annually by a certified public accountant who is not a Trustee.

Trustees of the FUND shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent such losses shall have been caused by bad faith or gross negligence. No Trustee shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each Trustee shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other Trustee. No Trustee shall engage in any self-dealing or transactions with the FUND in which the Trustee has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the FUND.

All assets are to be held in the name of the Evangelical Lutheran Church of the Atonement at Wyomissing.

Decisions to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other properties, as in their judgment and discretion they deem wise and prudent, are to be made by the Trustees, in conformance with the stated Gift Acceptance Policy and Guidelines.

The Trustees may request other members of the congregation be appointed to serve as advisory members and, at the expense of the FUND annual distribution, may obtain such professional counselling on investments or legal matters as it deems to be in the best interest of the FUND.

The Trustees may place all or a portion of the FUND under professional management and/or engage custodial services of a financial institution. The Trustees shall establish investment goals and policy consistent with the mission of this congregation. In the event a professional manager is used, the Trustees will review the performance of the professional manager to ensure said manager conforms to those policies and attains those objectives.

The FUND is to consist of the following sub-funds:

1. Unrestricted Funds
2. Restricted Funds

The Church Council of this Church shall decide from time to time, but no less often than annually, how and to what extent, if any, annual distribution from unrestricted funds shall be paid, applied, or accumulated consistent with the stated purposes of this FUND.

Contributions to the FUND which shall be restricted by the donors thereof for particular purposes shall be used as the donors direct, in accordance with the Gift Acceptance Policy and Guidelines.

Restricted and unrestricted contributions shall be comingled for investment. Total distributions shall be allocated annually to respective restricted and unrestricted purposes based upon the principal balances at book value.

BE IT FURTHER RESOLVED, that any amendment of this resolution, which would change, alter, or amend the purpose for which the FUND is established, shall be adopted by a two-thirds vote of the members present at an annual meeting of the congregation or at a special meeting called specifically for the purpose of amending this resolution.

BE IT FURTHER RESOLVED, that in the event this congregation ceases to exist, either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the Church Council in conformity with the approved congregational constitution and in consultation with the bishop of the synod to which this congregation belongs at such time. Consultation with the Evangelical Lutheran Church in America may be desirable for continuation of FUND obligations.

## APPENDIX: C5.05A19 Endowment Fund Policies

adopted by Council on October 14, 2019

### I. Introduction

In securing and accepting contributions to Atonement's Mission Endowment Fund, it is prudent for the congregation to maintain written gift acceptance policies and guidelines to

- A. Help guide or inform prospective donors regarding the variety of gifts which donors may wish to consider and the policies related to such gifts;
- B. Help minimize any misunderstanding by a prospective donor concerning a potential gift that is not consistent with the policies;
- C. Facilitate decision making by the Endowment Committee and the pastor in accepting, rejecting, or conditioning acceptance of a gift; and
- D. Minimize or eliminate inconsistent decisions in gift acceptance.

These policies are subject to expansion, revision, and reexamination in light of future experience, with a view to facilitating the growth of Endowment donations.

The Endowment Committee is responsible for the maintenance of and adherence to these policies which have been approved by Church Council. Any changes or exceptions proposed by the Committee are subject to approval by the Council.

### II. General Principles

In order to encourage gifts to the Mission Endowment Fund and to enhance its mission, the Endowment Committee will publicize to the congregation all gifts made to the Fund, but in every case where feasible will ask and respect the donor(s)'s wish as to whether or not they are recognized (identified) for their gift. Should they prefer to give anonymously, their gift will be so identified.

Discussions with donors and prospective donors, and particularly information provided by them, should be kept in confidence by those involved. And the Committee members will also preserve appropriate confidentiality.

Normally, gifts to the Mission Endowment Fund are made unconditionally, the annual distribution from which will be restricted to the stated mission of the Mission Endowment Fund. However, further restriction, i.e., a stated purpose or field of interest within the Fund's mission, may be considered by the Committee. If approved, the donor should be advised that the donation will be co-mingled with other restricted and unrestricted endowment for investment purposes and the income pro-rated as to current principal. Also, the donor will be requested to include a written statement allowing the Committee to remove the restriction if the program or purpose ceases to exist.

All gifts to the Mission Endowment Fund will be acknowledged in writing. The Committee may publicize to the congregation membership any gifts of cash or marketable securities when such gifts are irrevocably transferred to the congregation and the donor has agreed. The same for a deferred gift when transferred to the congregation or when a legally binding agreement or irrevocable document is consummated.

### III Acceptance Guidelines

As a general principle, Atonement will only accept gifts to the Mission Endowment Fund which can promptly be converted into cash without any contingencies or potential liabilities to the congregation.

#### Specific guidelines

- A. Cash and marketable securities without restrictions or conditions are gifts to the Mission Endowment Fund requiring no specific or individual approval. Acceptance of proposed gifts of all other kinds is subject to consideration by the Endowment Committee and, in appropriate cases, by the Finance Committee and/or the Church Council.
- B. Atonement will ordinarily not accept any gifts that are subject to adversarial legal proceedings or indebtedness for which the congregation might be or become responsible.

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- C. Acceptance of all gifts that are made with restrictions as to purpose or usage are subject to consideration and approval by the Endowment Committee and, in appropriate cases, by the Church Council.
- D. Pledges of gifts to the Fund should be in writing and indicate when and how the pledge will be fulfilled. Pledges to be satisfied through gifts other than cash and marketable securities are subject to approval as if the gifts were currently made.
- E. The following types of gifts are among those requiring consideration and approval before acceptance by Atonement: 1. Real property; 2. Stock in closely-held or non-public corporations; 3. Interests in unincorporated businesses; 4. Tangible personal property; 5. Partnership interests; 6. Interests in charitable remainder trusts; 7. Interests in charitable lead trusts; 8. Interests in charitable annuities; 9. Interests involving retained life estates; and 10. Interest in life insurance.
- F. Atonement will not accept gifts that require it to act as a trustee of a trust or take an active role in the management or operation of an asset.
- G. Atonement's objective in accepting non-cash gifts of any kind is to convert such gifts into cash which it may then invest. Therefore, gifts of marketable securities will ordinarily be liquidated promptly upon receipt. As for other assets or property, the availability of an appropriate "exit" or liquidation strategy will be an important factor in the acceptance decision.
- H. In connection with "planned" gifts, the congregation may provide various gift illustrations for prospective donors with stipulated performance assumptions. Such illustrations will be provided only for the information of prospective donors and their advisors and ordinarily should be accompanied by disclaimers against reliance by the donors on such illustrations.
- I. Donors will receive a written acknowledgment of a gift upon its receipt by the congregation. Such acknowledgment will generally be signed by the senior pastor and will indicate that no goods or services have been provided in return for the gift. It will serve as an official receipt in accordance with Internal Revenue Service requirements.

#### IV. Gift Valuation

- A. Publicly traded securities will be valued at the mean between the high and low market values on the date the securities are received by the Congregation.
- B. Gifts of closely held stock, real property, and personal property must be accompanied by an appraisal of their value to the extent required by law and in accordance with Internal Revenue Service requirements. Appraisals should be provided by qualified independent appraisers not associated with the donor or the congregation. The costs of such appraisals are to be paid by the donors.
- C. A life insurance policy will be valued at the cash surrender value on the date the policy is transferred to the congregation.
- D. The Endowment and/or Finance Committee will determine on a case by case basis the acceptable minimum market value of assets of a charitable lead or charitable remainder trust of which the congregation is a beneficiary.

#### Process for Selecting Annual Distributions from the Mission Endowment Fund

Being ever mindful of the stated mission of the Mission Endowment Fund:

"To enable the ministry of Atonement Lutheran Church to be extended in new ways and in different places, that the light of Jesus Christ might shine where it would otherwise remain dark," the Church Council will consider each year appropriations of that year's distribution from the Mission Endowment Fund as calculated by the Fund Trustees using the formula stated in the Fund's by-laws.

To enhance the appeal of Atonement's Mission Endowment Fund to donors, selection of ministries which its distributions support is most important. Council will be proactive as well as receptive to proposed ministries, favoring those which are substantive and distinct from budgeted benevolences, outreach, and social ministries, but which could ultimately be so budgeted - allowing the Endowment's support of new ministries.

## The Process

Council will give priority in their selections to those ministries currently supported by the Fund and worthy of, and in need of continuing support, including any needed seminarian support for a member of Atonement. Council will first review these priorities, determine the amount of appropriation thereto, and identify the residual funds available from the current distribution plus any unused prior distributions.

Council will then consider other ministries within Atonement's missions which qualify and are in need of funding. For the most part these options will be presented by the Pastor through his or her knowledge of unbudgeted ministries which might meet the Fund's stated mission and needed appeal.

Note: the annual distribution from any restricted endowments will be identified as to amount and use in the Committee's report to Council.

## APPENDIX: C12.04A19 Congregation Council Policies

adopted by Council on January 14, 2019  
amended August 12, 2019  
amended September 9, 2019

### I. Ends

- A. Recognizing our responsibility to raise the next generation of Christians, the church will increase participation from young families (households headed by individuals between the ages of 30 and 45) at a cost not to exceed our financial means.
  - 1. By 2024, our congregation will grow so that there are never fewer than 250 individuals in worship, there are often 500+ in worship, and there are 1000+ in worship for Christmas and Easter.

### II. Executive Limitations

Global Executive Limitations Policy: The senior pastor shall not cause or allow any organizational practice, activity, decision, or circumstance that is either unlawful, unethical, imprudent, inconsistent with the governing documents of Atonement Lutheran Church or its spiritual mission, or in violation of commonly accepted business practices.

#### A. Treatment of Staff and Volunteers

The senior pastor shall not cause or allow working conditions for staff and volunteers that are unfair, disrespectful, disorganized, unclear, or unsafe.

Without limiting the scope of the previous statements, the senior pastor shall not:

- 1. Hire family members or close relations or engage in grossly preferential treatment for personal reasons.
- 2. Operate without written rules for staff, including a personnel handbook, that (a) clarify work expectations; (b) provide for effective handling of grievances; (c) protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.
- 3. Retaliate against any staff member or volunteer for non-disruptive expression of dissent.
- 4. Allow staff and volunteers to be unprepared to deal with emergency situations.
- 5. Fail to acquaint staff and volunteers with the senior pastor's interpretation of their protections under this policy.

#### B. Treatment of Donors

The senior pastor shall not cause or allow conditions, procedures, or decisions for donors that are unsafe, untimely, disrespectful, or unnecessarily intrusive.

Without limiting the scope of the previous statements, the senior pastor shall not:

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1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing donor information that fail to protect against improper access to the material.
3. Allow the acknowledgement of donations to be untimely or improper.

C. Treatment of People Served

The senior pastor shall not cause or allow conditions, procedures, or decisions related to those served that are unsafe, untimely, disrespectful, or unnecessarily intrusive.

Without limiting the scope of the previous statements, the senior pastor shall not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing information that fail to protect against improper access to the material.
3. Operate facilities with inappropriate accessibility.

D. Financial Planning

The senior pastor shall not cause or allow financial planning that risks financial jeopardy or deviates materially from the Council's Ends priorities.

Without limiting the scope of the previous statements, the senior pastor shall not:

1. Risk incurring those situations or conditions described as unacceptable in the Council policy "Financial Condition and Activities."
2. Omit credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Provide less for Council prerogatives during the year than is set forth in the Council's "Cost of Governance" policy.

E. Financial Conditions and Activities

With respect to the actual, ongoing financial condition and activities, the senior pastor shall not cause or allow the development of financial jeopardy or material deviation of actual expenditures from Council priorities established in the Ends policies.

Without limiting the scope of the previous statements, the senior pastor shall not, without Council approval:

1. Expend more funds than the yearly budget allows for expenses while still maintaining adequate cash reserves to pay recurring bills.

2. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues by the end of the fiscal year.
3. Use designated gifts to pay for operational expenditures unless permission is explicitly granted by the donor.
4. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain and otherwise unencumbered revenues within thirty days.
5. Fail to settle payroll and debts in a timely manner.
6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
7. Make a single unbudgeted purchase or commitment of greater than \$20,000 from undesignated or unrestricted funds. Splitting orders to avoid this limit is not acceptable.

F. Asset Protection

The senior pastor shall not cause or allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

Without limiting the scope of the previous statements, the senior pastor shall not:

1. Fail to insure adequately against theft and casualty and against liability losses to Council members, staff, and the organization itself.
2. Allow undesignated personnel access to material amounts of funds.
3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its Council, or its staff to claims of liability.
5. Make any purchase (a) wherein normally prudent protection has not been given against conflict of interest; (b) of more than \$20,000 without having obtained comparative prices and quality; (c) of more than \$50,000 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.
6. Fail to protect intellectual property, information, and files from loss or significant damage.
7. Receive, process, or disburse funds under controls insufficient to meet the Council-appointed auditor's standards.
8. Compromise the independence of the Council's audit or other external monitoring or advice, such as by engaging parties already chosen by the board as consultants or advisers.
9. Invest or hold operating funds in insecure instruments (including uninsured checking accounts) at any time; or in non-interest-bearing accounts except when necessary to facilitate ease in operations transactions.
10. Endanger the organization's public image, its credibility, or its ability to accomplish Ends.
11. Change the organization's name or substantially alter its identity in the community.

12. Create or purchase any subsidiary.
13. Change the investments made for the Endowment Fund as dictated by the Endowment Investment Policy and the Endowment Committee.

#### G. Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the senior pastor shall not cause or allow jeopardy to fiscal integrity or to public image.

Without limiting the scope of the previous statements, the senior pastor shall not:

1. Change the senior pastor's own compensation and benefits, except as those benefits are consistent with a package for all other employees.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year, and in all events subject to losses in revenue.

#### H. Emergency Succession Planning

To protect the Council from sudden loss of the senior pastor, the senior pastor shall ensure that there are staff members and/or lay leaders sufficiently familiar with Council and senior pastor issues and processes to take over with reasonable proficiency as an interim successor or provide meaningful support to allow an interim successor to function with reasonable proficiency.

#### I. Communication and Support to Council

The senior pastor shall not cause or allow the Council to be uninformed or unsupported in its work.

Without limiting the scope of the previous statements, the senior pastor shall not:

1. Neglect to submit monitoring data (a) required by the Council in Executive Accountability policy "Monitoring Senior Pastor Performance" (b) in a timely, accurate, and understandable fashion (c) that includes interpretations and rationale for interpretations and evidence of compliance of the Council policies being monitored as described in the Executive Accountability policies "Delegation to the Senior Pastor" and "Monitoring Senior Pastor Performance."
2. Allow the Council to be unaware of actual or anticipated noncompliance with any Ends or Executive Limitations policies regardless of the Council's monitoring schedule.

3. Allow the Council to be without information that assists the Council in making informed decisions, including relevant trends, relevant perspectives of personnel within and outside of the organization, and implications of Council decisions.
4. Allow the Council to be unaware of any significant incidental information it requires including anticipated media coverage, pending lawsuits, and material internal and external changes.
5. Allow the Council to be unaware that, in the senior pastor's opinion, the Council is not in compliance with its own policies, particularly in the case of Council behavior that is detrimental to the work relationship between Council and senior pastor.
6. Deal with the Council in a way that favors certain members over others, except when fulfilling individual requests for information or responding to officers or committees duly charged by the Council.
7. Fail to submit to the Council consent agenda any items delegated to the senior pastor yet required by law, regulation, or contract to be Council-approved, along with applicable monitoring information.

### III. Council Governance Process

Global Council Governance Process Policy: The purpose of the Congregation Council is to see to it that Atonement Lutheran Church (a) achieves appropriate results for appropriate persons for an appropriate cost (as specified in Council Ends policies) and (b) avoids unacceptable actions and situations (as prohibited in Council Executive Limitations policies). The Council is accountable to the voting members of the church and responsible to the gathered body of Christ that is Atonement Lutheran Church.

#### 1. Governing Style

The Council, guided by scripture and prayer, will collectively discern God's will. The Council will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on:

- outward vision rather than internal preoccupation
  - encouragement of diversity in viewpoints
  - strategic leadership more than administrative detail
  - clear distinction of Council and chief executive roles
  - collective rather than individual decisions
  - future rather than past or present
  - proactivity rather than reactivity
1. The Council will cultivate a sense of group responsibility. The Council, not the staff, will be responsible for excellence in governing. The Council will initiate policy, not merely react to staff initiatives. The Council will not use the expertise of individual members to substitute for the judgment of the Council, although the expertise of individual members may be used to enhance the understanding of the Council. The Council will allow no individual, officer, or committee to hinder or serve as an excuse for not fulfilling group obligations.
  2. The Council will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Council's values and perspectives. The Council's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.

3. Continual development will include orientation of new members in the Council's governing process. Council will regularly monitor and discuss its governance process and its performance.
4. The Council will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as its code of conduct, policy-making principles, respect of roles, Council self-assessment, and ensuring the continuance of governance capability. Although the Council can change its governance process policies at any time, it will scrupulously observe those currently in force.

## B. Council Responsibilities

The Council, as an informed agent of the ownership, will ensure appropriate organizational performance. Accordingly, the Council has direct responsibility to create:

1. The link between the ownership and the operational organization.
2. Written governing policies that address the broadest levels of all organizational decisions and situations.
  - a. Ends: The church's benefits, impacts, outcomes; the recipients, beneficiaries, and impacted groups; and relative worth in cost or priority.
  - b. Executive Limitations: Constraints on the authority of the chief executive officer (currently the senior pastor) that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - c. Council Governance Process: Specification of how the Council conceives, carries out, and monitors its own task.
  - d. Executive Accountability: Delegation of power and the monitoring of its proper use, including the senior pastor role, authority, and accountability.
3. Assured organizational performance on Ends and Executive Limitations through systematic monitoring.
4. Decisions and execution of responsibilities that are required of Council by external organizations, even if the Council has delegated such decisions to the senior pastor, or that the Council has prohibited the senior pastor from making in its Executive Limitations policies and that are not reserved by the congregation.
5. Care for the welfare of the senior pastor, those personnel reporting directly to him, and their immediate families.
6. An annual agenda that includes prayerful discernment of God's will for Atonement Lutheran Church; reviews Ends policies, in conversation with the ownership; continually improves Council's performance; systematically monitors and reviews Council policies; and decides senior pastor's compensation.

## C. Chief Governance Officer's Role

The chief governance officer, titled president, ensures the integrity of the Council's process.

1. The assigned result of the president's job is that the Council behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
2. The authority of the president consists in making decisions that fall within topics covered by Council policies on Governance Process and Executive Accountability, except situations where Council specifically delegates portions of this authority to others. The president is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The president is empowered to chair Council meetings with all the commonly accepted power of that position, such as ruling and recognizing. In the absence of the president, the vice-president will preside at Council meetings.
  - b. The president has no authority to make decisions about policies created by the Council within Ends and Executive Limitations. Therefore, the president has no authority to supervise or direct the senior pastor.
  - c. The president may represent the Council to outside parties in announcing Council-stated positions and in stating chair decisions and interpretations within the area delegated to the president.
  - d. The president may delegate this authority, for instance to the vice-president, but remains accountable for its use.

#### D. Council Secretary's Role

The secretary ensures the integrity and availability of the Council's documents. The secretary shall ensure that all Council documents are recorded in an accurate and timely manner and distributed to Council members, the senior pastor, and the congregation.

1. The secretary shall record minutes, including attendance and vote count, of all meetings of the congregation.
2. The secretary shall record minutes of Council meetings. These minutes shall reflect official actions of the Council, receipt of monitoring data, and member statements given for the record.
3. The secretary shall record all official amendments and maintain the master copy of Council's policies. Policies will be current in their reflection of Council decisions and will rigorously follow Policy Governance principles.
4. The secretary shall record the information required to conduct the formal evaluation of the senior pastor as specified in the Monitoring Senior Pastor Performance policy under the Executive Accountability policies.
5. The secretary shall record attendance at Council meetings and notify the president if any member's attendance does not conform to constitutional provisions.
6. The authority of the secretary is access to and control over Council documents and the reasonable use of administrative staff time.

7. Council may assign some or all of these tasks to another position (e.g., Recording secretary), but the Council secretary retains the responsibility for the Council's documents.

#### E. Council Member Code of Conduct

The Council commits itself and its members to Christian, lawful, ethical, and businesslike conduct, including proper use of authority and appropriate decorum. Council members will relate to each other with grace, honesty, and straightforwardness.

1. The loyalty of Council members is to Christ and His church, not conflicted by loyalties to members, staff, other people (including family members), other organizations, or any personal interest as a member.
2. Council members must avoid conflict of interest concerning their fiduciary responsibility and will not use their position to gain employment for themselves, family members, or close associates.
3. Council members may not attempt to exercise individual authority over the staff, including the senior pastor, the congregation, or any of its ministries.
4. Council members will respect the confidentiality of sensitive issues.
5. Council members will attend Council meetings regularly. Should it be necessary to miss a meeting, members shall notify the president beforehand when possible.
6. Council members will be prepared for Council meetings.
7. Council members will be familiar with the constitution, bylaws, and continuing resolutions of the church, including Council policies, hold each other accountable for acting accordingly, and bring to the Council's immediate attention any condition or action they believe is in non-compliance.
8. Council members will regularly participate in the worship and educational life of the congregation, practice personal spiritual disciplines, provide prayer and financial support to the church, regularly attend congregational events, and invest time and energy in the ministries.
9. Council members will support the legitimacy and authority of the Council decisions, irrespective of a council member's personal position on an issue.
10. If a Council member does not live up to these Code of Conduct standards, the Council will discuss and vote upon whether the member shall continue to serve.

#### F. Council Committee Principles

Council committees, when used, will be assigned projects and authority to reinforce the unity of the Council's job and never to interfere with delegation from Council to senior pastor.

1. Council committees will be used sparingly and ordinarily in an ad hoc capacity.
2. Council committees are to help the Council do its job, not to help or advise the staff. In keeping with the Council's broader focus, Council committees will normally not have

direct dealings with current staff operations and cannot exercise authority over staff. The senior pastor works for the full Council and will therefore not be required to obtain approval of a Council committee before an executive action.

3. Council committees may not speak, act, or commit funds on behalf of the Council except when formally given such authority for specific and time-limited purposes. The Council will state carefully in policy the expectations and authority of a committee to avoid conflict with authority delegated to the senior pastor.
4. Council committees should avoid over-identification with organizational parts rather than the whole. Therefore, a Council committee convened to help the Council create policy on some topic will not be used to monitor organizational performance on that same subject. The Council as a whole has the responsibility and authority to monitor organizational performance.
5. The principles of this policy, as well as the Council's Code of Conduct, apply to any group formed by Council action, regardless of whether it is called a committee or includes Council members.

#### G. Cost of Governance

The Council will invest in its governance capacity and expend the necessary funds to accomplish its job description.

1. Council skills, methods, and supports will ensure governing with excellence.
  - a. Training will be used to orient new Council members and increase existing Council members' skills and understanding of Policy Governance and the Council's governance processes.
  - b. Outside monitoring assistance will be arranged so that the Council can exercise control over organizational performance.
  - c. Outreach efforts will be used to ensure the Council's ability to listen to the viewpoints and values of the congregation.
2. Costs of governance will be prudent. Each year, at the meeting prior to the senior pastor's preparation of the annual budget for the church, the Council shall provide a budget for its own proposed activities.

#### IV. Executive Accountability

**Global Executive Accountability Policy:** The Congregation Council will exercise governing control over the operations of Atonement Lutheran Church exclusively through delegation to a chief executive officer, who is currently the senior pastor. The Council will monitor the senior pastor's performance and hold him or her accountable for progress on the Ends and compliance with the Limitations.

##### A. Unity of Control

Only officially passed motions of the Council are binding on the senior pastor.

1. Decisions or instructions of individual Council members, officers, or committees are not binding on the senior pastor except in rare instances when the Council has specifically authorized such exercise of authority.
2. When Council members or committees request information or assistance without Council authorization, the senior pastor may refuse such requests that require, in the senior pastor's opinion, a material amount of staff time or funds or are otherwise disruptive.

B. Accountability of the Senior Pastor

The senior pastor is the Council's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Council is concerned, is considered the authority and accountability of the senior pastor.

1. The Council will never give instructions to persons who report directly or indirectly to the senior pastor.
2. The Council will not evaluate, either formally or informally, any paid or volunteer staff other than the senior pastor.
3. The Council will view the senior pastor's performance as identical to organizational performance, so that organizational accomplishment of a reasonable interpretation of Ends and compliance with a reasonable interpretation of Executive Limitations will be viewed as successful performance.

C. Delegation to the Senior Pastor

The Council will instruct the senior pastor through written policies that prescribe the organizational Ends to be achieved and proscribe organizational conditions and actions to be avoided, allowing the senior pastor to use any reasonable interpretation of these policies.

1. The Council will develop policies instructing the senior pastor to achieve specified results, for specified recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels and will be called Ends policies. All issues that are not ends issues as defined here are means issues.
2. The Council will develop policies that limit the latitude the senior pastor may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the Council even if they were effective. These limiting policies will be developed systematically from the broadest, most general level to more defined levels and will be called Executive Limitations policies. The Council will never prescribe organizational means delegated to the senior pastor.
  - a. A limitation at any given level does not limit the scope of any foregoing level.
  - b. Below the global level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the senior pastor to the Council's satisfaction.
3. The senior pastor may use any reasonable interpretation of the Council's Ends and Executive Limitations policies and is authorized to make decisions, take actions, establish practices, and

pursue activities to achieve the Ends. Such decisions of the senior pastor shall have full force and authority as if decided by the Council.

4. The Council may change its Ends and Executive Limitations policies, thereby shifting the boundary between Council and senior pastor domains. By doing so, the Council changes the latitude of choice given to the senior pastor. But as long as any particular delegation is in place, the Council will respect and support the senior pastor's choices.

**D. Monitoring Senior Pastor Performance**

Systematic and rigorous monitoring of senior pastor performance will be solely against the expected senior pastor job outputs: organizational accomplishment of any reasonable interpretation of Ends policies and organizational operation within the boundaries of any reasonable interpretation of Executive Limitations policies.

1. Monitoring is simply to determine the degree to which Council policies have been met. Only information that accomplishes this will be considered monitoring information.
2. The Council will monitor each policy using one or more of three methods:
  - a. internal report: the senior pastor discloses interpretations of Council policy and compliance information to the Council
  - b. external report: an external, disinterested third party selected by the Council assesses compliance
  - c. direct inspection: the Council as a whole, a designated Council committee, or a designated Council member assesses compliance
3. Regardless of the method of monitoring, the Council will determine the reasonableness of the senior pastor's interpretation and whether the data demonstrate accomplishment of the interpretation.
4. The standard of compliance shall be any reasonable senior pastor interpretation of the Council policy being monitored. The Council is the final arbiter of reasonableness but will always judge with a "reasonable person" test rather than with interpretations favored by Council members or even the Council as a whole.
5. All policies that instruct the senior pastor will be monitored at a frequency and by a method chosen by the Council. The Council may monitor any policy at any time by any method, but will ordinarily depend on a routine schedule:

<b>Policy</b>	<b>Method</b>	<b>Frequency</b>
Ends	Internal	Annually
Global Executive Limitations	Internal	Annually
Treatment of Staff and Volunteers	Internal	Annually

Treatment of Donors	Internal	Annually
Treatment of People Served	Internal	Annually
Financial Planning	Internal	Annually
Financial Conditions and Activities	Internal	Quarterly
	External	Annually
Asset Protection	Internal	Annually
Compensation and Benefits	Internal	Annually
Emergency Succession Planning	Internal	Annually
Communication and Support to Council	Direct Inspection	Annually