

**THE CONSTITUTION OF
SAINT JAMES EVANGELICAL LUTHERAN CHURCH
PHILADELPHIA, PA**

Effective February 20, 2015

CONSTITUTION OF SAINT JAMES EVANGELICAL LUTHERAN CHURCH

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CONSTITUTION OF SAINT JAMES EVANGELICAL LUTHERAN CHURCH

Adopted and Ratified by This Congregation on September 11, 2011. This Constitution replaces all previous constitutions of this congregation, declaring them to be null and void.

This Constitution and Bylaws became effective on February 19, 2012, by unanimous approval of the congregation during its Annual Meeting and includes revisions and corrections adopted at that time.

This Constitution reflects the Article changes adopted on February 20, 2015, as approved of the congregation during its Annual Meeting on said date.

PREAMBLE:

We, as members of the priesthood of all believers, baptized Christians and members of Saint James Evangelical Lutheran Church of Philadelphia, PA, responding in faith to the call of the Holy Spirit through the Gospel to preach and teach the Word, administer the sacraments, uphold the values of our Lutheran Theology, and desiring to unite together with fellow Christians 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.

Article 1 - Name and Incorporation

- 1.01. The name of this congregation shall be Saint James Evangelical Lutheran Church.
- 1.02. For the purpose of this constitution and any accompanying bylaws, the voting members of Saint James Evangelical Lutheran Church are hereinafter designated as "this congregation."
- 1.03. This congregation is incorporated under the laws of the Commonwealth of Pennsylvania.
- 1.04. The seal of this congregation presents two concentric circles, within the inner of which is shown the sun with its beams falling on and around the open *Holy Bible* together with the legend, "St. James Evangelical Lutheran Church of Philadelphia" and an asterisk centered in the lower arc of the circle.

Article 2 – Statement of Faith

- 2.01. We believe, teach, and confess the Triune God, Father, Son, and Holy Spirit.
- 2.02. 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 Word of God. Inspired by the Holy Spirit speaking through their authors, they record and announce God’s revelation centering in Jesus Christ. Through them the Holy Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- 2.03. We believe, teach and accept the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the sole authoritative source and norm of our proclamation, faith, and life.
- 2.04. We believe, teach and confess the Apostles’, Nicene, and Athanasian Creeds as true declarations of the faith of the Church.
- 2.05. We believe, teach and accept 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.
- 2.06. 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.
- 2.07. The Gospel, recorded in the Holy Scriptures and confessed in the ecumenical Creeds and Lutheran confessional writings, as the power of God to create and sustain the priesthood of all believers for God’s mission in the world.

Article 3 – Nature of the Church

- 3.01. The Church is the universal assembly of all believers among whom the Gospel is preached in its purity and the holy sacraments are administered according to the Gospel. (*Augsburg Confession VII*).
- 3.02. 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.
- 3.03. 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.
- 3.04. This congregation exercises ministry within the mission of Lutheran Congregations in Mission for Christ (LCMC) and the North American Lutheran Church (NALC). This congregation embodies the Church in its community and, for the sake of mission, lives in cooperative partnership with other congregations and within the structures of both LCMC and the NALC. This congregation shall share responsibility for their decision-making processes.

Article 4 – Statement of Purpose

- 4.01. The hearers of the Gospel are a people, called and sent by God, Father, Son, and Holy Spirit, to be a community of faith, hope and love, who witness to Christ and His coming Kingdom before all the world.

- 4.02. To participate in God's mission, this congregation as a part of the Church shall:
- a. give honor and glory to the Triune God, worshipping Him in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, obedience and service;
 - b. carry out Christ's Great Commission by proclaiming to all the world the Gospel of justification by grace through faith alone, according to the apostolic witness in Holy Scripture and in accordance with the Lutheran Confessions;
 - c. preserve and transmit the Gospel faithfully to future generations;
 - d. foster Christian fellowship and love and extend a helping hand to humans in need;
 - e. manifest the unity of our faith in Jesus Christ as God and Savior and join with other Christians in prayer and action; and
 - f. nurture its members in the Word of God so as to grow in faith and hope and love and to develop a sense of Christian vocation in daily life.
- 4.03. To fulfill these purposes, this congregation shall:
- a. provide services of worship at which the Word of God is rightly preached and the sacraments are rightly 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 within the 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. encourage its members to provide appropriate financial support for the congregation's ministry and the ministries of both LCMC and the NALC; and
 - h. foster and participate in ecumenical relationships with other congregations and structures of LCMC and the NALC and be consistent with their policies.
- 4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Church Council shall prepare descriptions of the responsibilities of each committee, team, task force, or other organizational group and shall review their actions. Such descriptions shall be contained in this constitution, bylaws, or continuing resolutions enacted by Church Council in accordance with Articles 13.06., 13.07., 18.01., and 18.02.

4.05. This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

Article 5 – Powers of the Congregation

5.01. The powers of this congregation are those necessary to fulfill its purpose.

5.02. The powers of this congregation are vested in the Congregational Meeting called and conducted as provided for in this constitution and bylaws.

5.03. Only such authority as is delegated to the Church Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:

- a. call a pastor as provided in Article 9;
- b. terminate the call of a pastor as provided in Article 9;
- c. appoint or terminate the service of commissioned lay leaders;
- d. approve the annual budget;
- e. acquire real and personal property by gift, devise, purchase, or other lawful means;
- f. hold title to and use its property for any and all activities consistent with its purpose;
- g. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means in accordance with the provisions of Article 6;
- h. elect its Church Council, boards, and committees, and require the members thereof to carry out their duties in accordance within the established constitutional guideline;
- i. adopt amendments to this constitution as provided in Article 17, and amendments to the bylaws, as specified in Article 16; and
- j. establish or terminate a relationship with a church body.

5.04. This congregation may select voting members of this congregation to serve as lay delegates and alternates to represent it at meetings of any conferences, convocations, and other meetings where this congregation is entitled to such representation.

Article 6 – Church Affiliation

6.01. This congregation is an interdependent part of both LCMC and the NALC, or any of their successors, and is subject to their disciplinary rules.

- 6.02. This congregation subscribes to the constitution of LCMC and will act in accordance with it. As part of its dual membership in the NALC, this congregation subscribes to the NALC Confession of Faith and its Constitution insofar as it is in concert with the LCMC Constitution. In the event that a conflict arises as a result of dual membership, this congregation will defer to LCMC for guidance and recommendations.
- 6.03. This congregation will conduct its ministry in a manner consistent with its membership in LCMC and the NALC.
- a. This congregation is responsible for its life as a Christian community.
 - b. This congregation pledges its participation in the life and mission of both LCMC and the NALC, including the prayerful consideration of appropriate financial support of each.
 - c. This congregation shall call only pastors who are members of LCMC or the NALC or who are otherwise qualified and authorized by LCMC and/or the NALC to serve a Lutheran congregation.
 - d. This congregation shall appoint only commissioned lay leaders who are members of LCMC or the NALC or are otherwise authorized by either to serve.
- 6.04. This congregation's affiliation with LCMC or the NALC may be terminated as follows:
- a. this congregation dissolves or otherwise ceases to exist;
 - b. this congregation is removed from membership in LCMC and/or the NALC according to the procedures for discipline of either; or
 - c. this congregation, at a legally called and conducted special meeting, approves by a majority of those present and voting a resolution directing that this congregation withdraw from LCMC and/or the NALC.
- 6.05. If this congregation adopts a resolution withdrawing from LCMC and/or the NALC, all provisions of this constitution binding this congregation to LCMC and/or the NALC shall be immediately ineffective. The congregation shall promptly deliver a copy of the withdrawal resolution to LCMC and/or the NALC General Secretary.

Article 7 – Property Ownership

- 7.01. This congregation holds lawful title to all property and dedicates the use of that property to fulfill its mission as a Lutheran congregation.
- 7.02. This congregation is an independent legal entity with rights to purchase, hold, and convey real and personal property in accord with applicable law. Neither LCMC nor the NALC shall have a right to, or interest in, the property of this congregation unless this congregation expressly conveys such a right or interest.
- 7.03. If this congregation dissolves or ceases to exist, the remaining members will dispose of the property in a manner befitting God's call to Kingdom stewardship. Proceeds from any final disposition will be dispersed to settle all debts and financial obligations of this congregation. Any additional financial assets remaining will be dispersed to the benefit of Christ's church in a manner to be determined by the members of this congregation. Under no circumstances shall any proceeds become the property of any individual member.

Article 8 – Membership

- 8.01. Members of this congregation shall be those baptized persons who are 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.
- 8.02. Members shall be classified as follows:
- A. Members are those persons who:
1. Have been baptized in the name of the Father, the Son, and the Holy Spirit
 2. Meet one of the following requirements:
 - a. Complete a confirmation class and make an affirmation of faith before the congregation
 - b. Complete a New Member class and make an affirmation of faith before the congregation
 3. Receive Communion at least one time every six months
 4. Give a donation of record at least one time every twelve months
- B. Voting Members are those persons who:
1. Have been baptized in the name of the Father, the Son, and the Holy Spirit
 2. Meet one of the following requirements:
 - a. Complete a confirmation class and make an affirmation of faith before the congregation
 - b. Complete a New Member class and make an affirmation of faith before the congregation
 3. Receive Communion at least one time in the six months prior to a vote
 4. Give a donation of record at least one time in the twelve months prior to a vote
 5. Have a record of service to the church or attendance of a Bible Study in the six months prior to a vote (service to the church includes but is not limited to the following examples: usher, lay reader, communion assistant, volunteering with any ministry such as Christian Education, Feed the Hungry, Clothing Closet, Food Pantry, Altar Guild, etc.)
- 8.03. All applications for confirmed membership shall be submitted to and shall require the approval of the Church Council.
- 8.04. 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 and obligations of this congregation through contributions of time, abilities, and financial support as biblical stewards.
- 8.05. Membership in this congregation shall be terminated by any of the following:
- a. death;
 - b. resignation;
 - c. transfer or release;

- d. disciplinary action by the Church Council; or
- e. removal from the roll due to inactivity, or a change from voting to non-voting membership, shall occur due to failure to conform to the requirements of Article 8.02.

Article 9 – The Pastor

- 9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds majority of the members present and voting at a special meeting legally called for that purpose.
- 9.02. Every ordained minister of this congregation shall conduct both his/her personal and pastoral life in a manner consistent with the documents for Ministry Standards as well as the faith and practice of LCMC and/or the NALC, and shall be particularly diligent to:
 - a. preach the Word;
 - b. administer the sacraments;
 - c. conduct public worship;
 - d. provide pastoral care;
 - e. serve as the chief evangelist in his or her ministry;
 - f. proclaim God's love to the world;
 - g. maintain the parochial records of this congregation in accordance with Article 9.13.;
 - h. offer and provide for instruction in the Lutheran faith and confirmation of members;
 - i. seek out, instruct, and receive new members;
 - j. preside over marriages, visit and comfort the sick and distressed, bury the dead;
 - k. be a permanent voting member of Church Council;
 - l. serve as an ex officio member of all boards, teams, committees and organizations;
 - m. preside over and preach at scheduled worship services;
 - n. install regularly elected members of the Church Council;
 - o. administer discipline in concert with the Church Council;
 - p. strive to extend the Kingdom of God in the community, in the nation, and abroad;
 - q. seek out and encourage qualified persons to prepare for the ministry of the Gospel; and

- r. impart knowledge of LCMC and the NALC ministries through public provision of information, distribution of publications and other appropriate means.
- 9.03. A duly formed call committee may consider the following qualifications of a candidate:
- a. full LCMC or NALC certification, or stated intention to secure same,
 - b. Master of Divinity Degree from an accredited Lutheran Seminary or Institution or its equivalent.
- 9.04. 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.
- 9.05. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which, except in the case of the death of the pastor, shall be terminated for the following reasons:
- a. mutual agreement to terminate the call or the completion of a call for a specific term;
 - b. resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted, in writing, to the president.
 - c. inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;
 - d. the physical or mental incapacity of the pastor;
 - e. disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty; or
 - f. the dissolution of the congregation.
- 9.06. If the Church Council determines that it may be appropriate to end a call for one of the reasons set out in Article 9.05. c, d, or e; the Council shall consult with the pastor regarding the matter in accord with Biblical principles. If the Church Council and pastor do not reach agreement, the congregation shall inform the appropriate church body leadership, either the Executive Board of LCMC or the Bishop of the NALC, who shall consult with the Church Council and the pastor and attempt to reach an agreed resolution. If there is no resolution, the Church Council may suspend the pastor, with pay, by a two-thirds majority vote if the Church Council determines that such suspension is necessary to protect the congregation and all whom it serves. Upon making a decision to suspend the pastor, Church Council shall call for a special meeting of the congregation within 30 days to seek a resolution. Such resolution can be determined by a majority vote of the eligible members present and voting.
- 9.07. At a time of pastoral vacancy, an interim pastor may be appointed by the Church Council.
- 9.08. During his/her period of service, an interim pastor shall exercise the duties as set out in Article 9.02. as well as other duties agreed upon by the pastor and the Church Council.

- 9.09. The Church Council may delegate some of the interim duties to a supply pastor(s) as the expected demands or pastoral availability may dictate. The interim pastor(s) and any ordained pastor(s) providing assistance shall refrain from exerting influence upon the call process and the selection of pastor.
- 9.10. 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 upon separation.
- 9.11. 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 and the Church Council. As occasion requires, the documents may be revised through the same consultation process.
- 9.12. The congregation may depart from the requirements in Article 9.05. by calling a pastor for a specified period of service. Details of such a call shall be in writing and must set forth the purpose and conditions involved. Such call may be terminated before its expiration in accordance with the provisions in Article 9.05. and 9.06.
- 9.13. The pastor of this congregation shall:
- a. become a member of this congregation upon receipt and acceptance of the letter of call;
 - b. keep and maintain accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation; and
 - c. submit a summary of such statistics annually to the Church Council.
- 9.14. The parochial records and the seal of this congregation shall be maintained by the pastor but shall remain the property of this congregation.

Article 10 – Congregational Meetings

- 10.01. The annual meeting and any other regular meetings of this congregation shall be held at times set by the congregation in the bylaws.
- 10.02. A special Congregational Meeting may be called by the pastor, the Church Council, or the president of the congregation, or by the president of the congregation upon the receipt of a written request signed by ten percent of the voting members. The call for each special meeting shall specify the purpose(s) for which it is to be held and no other business, except as specified, may be transacted.
- 10.03. Notice of all meetings of this congregation shall be given at the services of worship during the preceding two Sundays and by mail or e-mail to all voting members at least ten days in advance of the date of the meeting. The posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members, or sent to the last known e-mail address of such members, shall constitute a sufficient attempt to notify.
- 10.04. Ten percent of the voting members shall constitute a quorum for all meetings of the congregation.
- 10.05. Voting by proxy or absentee ballot shall not be permitted.

- 10.06. All actions approved by the congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by applicable law.
- 10.07. *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

Article 11 – Officers of the Congregation

11.01. The officers of this congregation shall be a president, vice president, secretary and treasurer. The treasurer shall be appointed or reappointed by a majority vote of Church Council and is not required to be an elected member of Church Council. The senior pastor shall serve as an ex officio officer of this congregation but may not hold the offices of president, vice president, secretary or treasurer. Additional pastor(s) may serve as voting members of the Church Council but not as ex officio executive board members.

The officers shall be voting members of this congregation.

- a. Officers of this congregation shall serve similar offices of the Church Council and shall be voting members of the Church Council.
 - b. The president, vice president, and secretary shall be selected from the elected membership of the Church Council. If the treasurer is not appointed from the elected membership of the Church Council, the treasurer shall have voice but not vote at the meetings of the Church Council.
- 11.02. The officers identified herein shall be elected by the Church Council by majority vote and shall serve for a period of one year or until their successors are elected. The election and appointment process shall take place at the first regularly scheduled Church Council meeting following the Annual Meeting of the Congregation.
- 11.03. No officer shall hold more than one office at a time.
- 11.04. No elected officer shall serve more than three consecutive terms in the same office.
- 11.05. If any elected or appointed office becomes vacant, the Church Council shall elect a replacement as soon as practicable to serve the remainder of the unexpired term. The time served shall not be counted for purposes of term limits.

Article 12 – Church Council

12.01. The voting membership of the Church Council shall consist of the pastor(s), the officers of the congregation, and a number of other eligible voting members to be established during the Annual Meeting of the Congregation and elected from the congregation. Although there is no constant established number of Church Council members, they should be of sufficient number to fill the officers positions and to fill any officers' positions that may become vacant for any reason. If the treasurer is not appointed from the membership of the Church Council, the treasurer shall have voice but not vote. With the sole exception of the pastor(s), no one who is employed by this congregation, in any capacity, may serve as a voting member of Church Council. Any other eligible voting member of the congregation, upon nomination by the congregation at its Annual Meeting, may be elected subject to the limitation on the length of continuous service permitted. A position on the Church Council shall be declared vacant if the member ceases to be a voting member of this congregation or is absent from three successive regular meetings of the Church Council without good cause as determined by the

president. Consistent with the laws of the Commonwealth of Pennsylvania, this congregation may adopt procedures to remove a member of the Church Council under other circumstances.

12.02. Except for the pastor(s), members of the Church Council shall be elected by majority vote at the Annual Meeting of the Congregation and shall serve a three year term or until a successor is elected. Council members may serve a maximum of two consecutive terms.

12.03. Should a member's place on the Church Council be declared vacant, the Church Council shall elect, by majority vote, a successor to serve until the next Annual Meeting.

12.04. The Church 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, the Lutheran Confessions and the faith and practices of LCMC and the NALC. The duties of the Church 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, including the pre-school, to enable it to fulfill its function and perform its mission;
- d. to maintain supportive relationships with the pastor(s) and staff and help 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 foster resolution of such conflicts according to Biblical principles;
- g. to arrange for pastoral service during the sickness or absence of the pastor;
- h. to emphasize partnership with LCMC and the NALC as well as cooperation with other Christian congregations, both Lutheran and non-Lutheran; and
- i. to seek out and encourage qualified persons to prepare for the ministry of the Gospel.

12.05. The Church Council shall be responsible for the financial and property matters of this Congregation and has the authority to establish financial guidelines and policies.

a. The Church Council shall be the board of directors of this congregation, and, as such, shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the Commonwealth of Pennsylvania except as otherwise provided herein.

b. The Church Council shall prepare a budget for each upcoming year to be adopted by this congregation at an Annual Budget Meeting to be held each November. The Church Council shall supervise the expenditure of funds in accordance therewith following its adoption and may incur obligations of no more than five

percent in excess of the total budget that has been approved by the congregation. The budget shall cover a 12 month period, January through December.

- c. The Church Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.
 - d. The Church Council may enter into contracts for items not included in the budget provided that the amount of any such contract does not exceed five percent of the total budget.
 - 1. This provision does not apply to any expense(s) for which a dedicated memorial fund(s) exists containing sufficient cash to meet the obligation(s).
 - 2. Expenses of an emergency nature which exceed the five percent cap may be addressed by use of a "special collection or appeal" providing Church Council approves said collection or appeal prior to announcing same to the congregation.
 - f. The Church Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the designated recipients.
 - g. The Church Council will manage all funds received for, or in the name of, this congregation and will assure that such funds are maintained in approved accounts and that all disbursements are made in accordance with the established financial policies.
 - h. All funds received for, or in the name of, this congregation will be submitted to the appropriate church Treasurer and deposited in appropriate bank account(s) of the church. The Treasurer will be responsible for payment of any obligations associated with such funds and disbursement of any remaining funds in accordance with the directives of Church Council.
 - i. The Church Council shall be responsible for this congregation's investments and its total insurance program.
- 12.06. The Church Council shall see that the provisions of this constitution, the bylaws and any continuing resolutions are carried out.
- 12.07. The Church Council shall provide for an annual review of the membership roster.
- 12.08. The Church Council shall be responsible for the employment and supervision of the salaried lay workers of this congregation.
- 12.09. The Church Council shall submit a comprehensive report to this congregation at the annual meeting.
- 12.10. The Church 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 by accepted notification procedures.
- 12.11. A quorum for the transaction of business shall consist of a majority of the voting members of the Church Council. In addition, the pastor or interim pastor must be present, except when the pastor or interim pastor requests or consents to be absent and has been briefed on the agenda for a particular regular or special meeting.

13.12. All meetings must be chaired by either the president, vice president or senior pastor and have a voting quorum present in order to conduct business.

Article 13 – Committees of the Congregation

13.01. The officers of this congregation and the senior pastor shall constitute the Executive Committee.

13.02. A Nominating Committee of three voting members of this congregation, two of whom, if possible, shall be outgoing members of the Church Council, shall be elected at the Annual Meeting for a term of one year. Members of the Nominating Committee are not eligible to serve consecutive terms. This Committee shall meet periodically to prepare a list of nominees for offices to be elected at the Annual Meeting.

13.03. An Audit Committee of three voting members of this congregation shall be elected by the Church Council. Audit Committee members shall not be members of the Church Council. Term of office shall be three years, with one member elected each year. Audit Committee members are eligible for re-election.

13.04. A Ministry Board may be appointed jointly by the senior pastor and the president to serve in an advisory capacity.

13.05. When a pastoral vacancy occurs, a Call Committee of six to ten voting members shall be elected by this congregation. Term of office will terminate upon installation of the newly called pastor.

13.06. Other committees of this congregation may be formed, as the need arises, by decision of the Church Council via continuing resolution.

13.07. Duties of committees of this congregation shall be specified in the bylaws or continuing resolutions of Church Council if not otherwise contained herein.

13.08. The senior pastor of this congregation shall be *ex officio* a member of all committees and boards of the congregation. The president of this congregation shall be *ex officio* a member of all committees and boards of the congregation, except the Nominating Committee.

Article 14 - Organizations Within the Congregation

14.01. 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 Annual Meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

Article 15 - Discipline and Member Adjudication

15.01. Denial of the Christian faith as described in this constitution or the constitutions of either LCMC or the NALC, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor;

b) admonition by the pastor in the presence of two or three witnesses; and c) citation to appear before the Church Council. If, for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, the president shall administer such admonitions.

- 15.02. If discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be prepared by member(s) of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Church Council of the need to issue a written citation to the accused and the accusers that specifies the time and place of the hearing before the Church Council. The written charges shall accompany the written citation to the accused. The written citation that specifies the time and place of the hearing before the Church Council and requests the presence of a member charged with an offense shall be sent at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Church Council may proceed with the hearing and may pass judgment in the member's absence.
- 15.03. Members of the Church Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Church Council are disqualified from voting upon the question of the guilt of the accused member. Should the allegations be sustained by a two-thirds majority vote of the members of the Church Council who are not disqualified but who are present and voting, and renewed admonition proves ineffectual, the council shall impose one of the following disciplinary actions:
- a. censure before the council or congregation;
 - b. suspension from membership for a definite period of time; or
 - c. exclusion from membership in this congregation. Disciplinary actions b. and c. shall be delivered to the member in writing.
- 15.04. The member against whom disciplinary action has been taken by the Church Council shall have the right to appeal to a Congregational Meeting, which may revise or overturn the Church Council's decision by a majority vote. Any such vote will be by secret ballot.
- 15.05. Disciplinary actions may be reconsidered and revoked by the Church Council upon receipt of (a) evidence that an injustice has been done or (b) evidence of repentance and amendment.

Article 16 – Bylaws

- 16.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- 16.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.
- 16.03. Bylaws may be adopted by a majority vote of the members of Church Council present and voting at a legally called meeting of Church Council. Any such bylaws adopted by Church Council are temporary and must comply with Article 16.01. and be approved at the next Congregational Meeting in accordance with Article 16.02.

Article 17 – Amendments

- 17.01. Amendments may be proposed by at least ten percent of voting members or by the Church Council. Proposals must be filed in writing with the Church Council 60 days before the Annual Congregational Meeting or a Special

Meeting called for that purpose. The Church Council shall notify the members of the proposal along with the council's recommendations regarding disposition of the proposal at least 14 days in advance of the meeting.

17.02. An amendment to this constitution, shall:

- a. be approved and ratified at a legally called Congregational Meeting according to this constitution by a two thirds vote of those eligible members present and voting; and
- b. have the effective date included in the resolution and noted in the constitution.

Article 18 – Continuing Resolutions

18.01. Continuing Resolutions may be enacted by Church Council to facilitated day-to-day activities and operations of committees, boards and organizations of this congregation and may not conflict with this constitution or the bylaws.

18.02. Continuing Resolutions shall be enacted, amended or revoked by a two thirds vote of the Church Council.

Article 19 – Indemnification

19.01. 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 Church 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.