

**Constitution**  
Of  
**Edison Park Lutheran Church**  
6626 North Oliphant Avenue, Chicago, Illinois 60631

*Recommended by Church Council July 12, 2011*  
*Initial vote at Congregational Meeting Sunday, October 9, 2011 **Passed** 74 yes, 5 no*  
*Ratified at Annual Meeting January 22, 2012 **Passed** 76 yes, 7 no*  
*Effective date of January 22, 2012*

Adopted from the Model Constitution for Congregations of the Evangelical Lutheran Church in America. Copyright 1993, ELCA

**Table of Contents**

Preamble  
Chapter 1: Name and Incorporation  
Chapter 2: Confession of Faith  
Chapter 3: Nature of this Congregation  
Chapter 4: Statement of Purpose  
Chapter 5: Powers of the Congregation  
Chapter 6: Church Association  
Chapter 7: Property Ownership  
Chapter 8: Membership  
Chapter 9: The Pastor  
Chapter 10: Congregation Meetings  
Chapter 11: Officers  
Chapter 12: Church Council  
Chapter 13: Discipline of Members  
Chapter 14: Bylaws  
Chapter 15: Amendments  
Chapter 16: Continuing Resolutions

Bylaws

Continuing Resolutions

**Codification Explanation**

A numerical codification indicates the general subject, constitution provisions, bylaw provisions and continuing resolutions.

Major sections are designated as chapters. The chapter designation becomes the first number in the codification sequence and is followed by a period. **Constitution provisions** are codified with two sets of numbers: the chapter number and a two-digit number preceding the second period in the codification. **Bylaw provisions** are codified with three sets of numbers: the chapter number, the related constitution provision number and a two-digit number. **Continuing resolutions** are also codified with three sets of numbers except that the third set is preceded by a capital letter. The first set of numbers designates the chapter; the second to designate the subject within the chapter, and the third indicated the revision and the year in which it was adopted.

## **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 Edison Park Lutheran Church.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the Edison Park Lutheran Church congregation is hereinafter designated as "this congregation."
- C1.11.** This congregation is duly incorporated under the laws of the State of Illinois, February 1927.

## **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 judgement 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 the 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, and Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of this congregation.
- C2.07.** This congregation confesses the Gospel, recorded in the Holy Scriptures and confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

### **Chapter 3**

#### **NATURE OF THIS CONGREGATION**

- C3.01.** All power in this congregation 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 congregation 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.

### **Chapter 4**

#### **STATEMENT OF PURPOSE**

- C4.01.** To participate in God's mission, this congregation 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 the Creator, Redeemer and Sanctifier of all.
- d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations and standing with the poor and powerless, and committing itself to their needs.
- e. Nurture its members in the Word of God so as to grow in the 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 to 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 in which the Spirit gives.

**C4.02.**

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 and for justice and peace, care for the sick and the suffering and participate responsibly in society.
- g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran church in America, hereafter referred to as "the ELCA."

- h. Foster and participate in interdependent relationships with other congregations in the synod, and the churchwide organization of the ELCA.
- i. Foster and participate in the ecumenical relationships consistent with churchwide policy.

**C4.03.** This Congregation shall develop an organization structure to be described in the bylaws.

## **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 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 pastors as provided in Chapter C9.01;
- b. Terminate the call of a pastor as provided in Chapter C9.04;
- c. Approve the annual budget;
- d. Acquire real and personal property by gift, devise, purchase or other lawful means;
- e. Hold title to and use its property for any and all activities consistent with its purpose;
- f. Sell, mortgage, lease, transfer or otherwise dispose of its property by any lawful means;
- g. Elect its officers, members of the Church Council or other organizational units and require them to carry out their duties in accordance with the constitution and bylaws and continuing resolutions;
- h. Terminate its relationship with the ELCA as provided in Chapter 6.

**Chapter 6**  
**CHURCH ASSOCIATION**

- C6.01.** This congregation shall be associated with the ELCA or its successor and the Metropolitan Chicago Synod (herein referred to as “Synod”) of the ELCA.
- C6.02.** This congregation agrees to the purposes of the ELCA as consistent with Chapters 2, 3 and 4 herein.
- C6.03.** This congregation acknowledges its relationship with the ELCA in which:
- a. This congregation agrees to be responsible for its life as a Christian community.
  - b. This congregation pledges to participate in the life and mission of the ELCA.
  - c. This congregation agrees to file this constitution and any subsequent changes to this constitution with the Synod.
- C6.04.** Association with the ELCA may be terminated as follows:
- a. This congregation takes action to dissolve.
  - b. This congregation ceases to exist.
  - c. This congregation follows the procedures outlined in C6.05.
- C6.05.** This congregation may terminate its relationship with the ELCA by the following procedure:
- a. A resolution indicating the desire of this congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of this congregation by a two-thirds (2/3) majority of the voting members present.
  - b. The secretary of this congregation shall submit a copy of the resolution to the synod bishop and shall mail a copy of the resolution to voting members of this congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
  - c. The bishop of the Synod shall consult with this congregation during a period of at least 90 days.

- d. If this congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted special meeting of this congregation by a two-thirds (2/3) majority of the voting members present, to which meeting the bishop of the Synod or an authorized representative shall be invited. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.
- e. A certified copy of the resolution to terminate its relationship shall be sent to the Synod's bishop, at which time the relationship between this congregation and ELCA shall be terminated.
- f. Notice of termination shall be forwarded to the Synod's bishop by the secretary of this church and shall be published in the periodical of this church.

**C6.06.** If this congregation is considering relocation, it shall confer with the Synod's bishop of the synod in which it is territorially located before any steps are taken leading to such action. The approval of the Synod's Council shall be received before any such action is effected.

## **Chapter 7** **PROPERTY OWNERSHIP**

- C7.01.** If this congregation ceases to exist, title to undisposed property shall pass to the Synod.
- C7.02.** If this congregation is removed from membership in the ELCA according to its procedure for discipline, title to property shall continue to reside in this congregation.
- C7.03.** If this congregation affiliates with another Lutheran body or another association, title to property shall continue to reside in this congregation.

## **Chapter 8** **MEMBERSHIP**

- C8.01.** Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.
- C8.02.** Members shall be classified as follows:

- a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. **Voting** members are confirmed members. Such confirmed members shall have communed or made a contribution of record during the current or preceding year.
- d. **Associate** members are persons holding membership in other Lutheran (Christian) congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation.

**C8. 03.** All applications for confirmed membership shall be submitted to and shall require the approval of the Church 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;
- c. Support the work of this congregation, and its larger mission through contributions of their time, abilities, and financial support as biblical stewards.

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

- a. Death;
- b. Resignation;
- c. Transfer or release;
- d. Disciplinary action by the Church Council;

- e. Removal from the roll due to inactivity as defined in the bylaws. Such persons who have been removed from the roll of members shall remain persons for whom the church has a continuing pastoral concern.

**Chapter 9**  
**THE PASTORS**

- C9.01.** Authority to call a pastor shall be in this congregation by at least a two-thirds (2/3) majority ballot vote of members present and voting at a meeting regularly called for that purpose. The procedure for calling a pastor shall be specified in the bylaws.
- C9.02.** The Senior Pastor shall:
- 1) Preach the Word
  - 2) Administer the sacraments
  - 3) Conduct public worship
  - 4) Provide pastoral care
  - 5) Call for justice
- C9.03.** The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in the letter of call, including the designation as Senior Pastor or Associate or Assistant Pastor.
- C9.04.** 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 following consultation with the synodical bishop and 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, thirty (30) days after the date on which it was submitted;
  - 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 the grounds of doctrine, morality, or continued neglect of duty;
- f. The dissolution of the congregation.

- C9.05.** At the time of Senior Pastoral vacancy, an interim Senior Pastor may be appointed by the Church Council.
- C9.06.** 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.
- C9.07.** The Senior Pastor shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation.
- C9.08.** No pastor, whether Senior Pastor or Associate or Assistant Pastors, shall be called unless they profess the beliefs set forth in Chapters 2, 3 and 4 herein.
- C9.09.** The Senior Pastor shall ensure that staff of this congregation complies with the constitution, bylaws, continuing resolutions, and Church Council policies.

**Chapter 10**  
**CONGREGATION MEETINGS**

- C10.01.** The annual meeting of this congregation shall be held at a time specified by the bylaws.
- C10.02.** A special Congregation Meeting may be called by the Senior Pastor, the Church Council, or the president of this congregation, or shall be called by the president of the congregation at the written request of 20% (twenty percent) of voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.
- C10.03.** Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive weekends, and by mail or e-mail to all members at least ten (10) 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 shall be sufficient.

- C10.04.** A quorum of voting members is required as defined in the bylaws.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.06.** All actions by the congregation shall be by majority vote except as otherwise provided in this constitution.
- C10.07.** The chairperson of any meeting of this congregation shall determine the order of business and procedure at the meeting, including such regulation of the manner of voting and the conduct of business as seen to him or her to be in order.

## **Chapter 11** **OFFICERS**

- C11.01.** The officers of this congregation shall be a president, vice-president, secretary, and treasurer.
- a. Duties of the officers and their terms in office shall be specified in the bylaws.
  - b. The officers shall be voting members of the congregation.
  - c. If the Church Council elects its officers they shall be selected from the elected membership of the Church Council.
- C11.02.** The Church Council shall elect officers from its own membership.
- C11.03** No officer shall hold more than one office at a time.

## **Chapter 12** **CHURCH COUNCIL**

- C12.01** The voting membership of the Church Council shall consist of the Senior Pastor, the officers of the congregation, and representative members of the congregation, the number of which shall be specified in the bylaws. Any voting member of the Congregation may be elected, subject only to the limitation on the length of continued service permitted as defined in the bylaws. A member's place on the Church Council shall be declared vacant if the member (a) ceases to be a voting member of this congregation or (b) is absent from four (4) successive regular meetings of the Church Council without cause.

- C12.02.** The Church Council shall have general oversight of the life and activities of this congregation, the details of which may be specified in the bylaws.
- C12.03.** The Church Council shall be responsible for the financial and property matters of this congregation.
- a. The Church Council shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Illinois, except as otherwise provided herein.
  - b. 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. The Church Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therein following its adoption in accordance with the by-laws.
- C12.04.** The Church Council shall submit a comprehensive report to this congregation at the annual meeting.
- C12.05** A quorum is required for the transaction of business, as defined in the bylaws.
- C12.06** In the event of the death, illness, removal or resignation of a Council Member, the Church Council shall appoint a replacement to serve out the remainder of the term.
- C12.07** The chairperson of any meeting of the Church Council shall determine the order of business and procedure at the meeting, including such regulation of the manner of voting and the conduct of business as seem to him or her to be in order.
- C12.08** The Church Council shall establish the committees/task forces set forth in the bylaws and any other committee/task force it deems necessary. The Church Council shall prepare descriptions of the responsibilities of each committee/task force and shall oversee their actions.
- C12.09** 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.

**Chapter 13**  
**DISCIPLINE OF MEMBERS**

- C13.01.** Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent troublemaking in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: (a) private admonition by the pastor, (b) admonition by the pastor in the presence of two or three witnesses, and (c) citation to appear before the Church Council.
- C13.02** The process for discipline of a member of the congregation shall be specified in the bylaws.

**Chapter 14**  
**BYLAWS**

- C14.01** This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- C14.02.** The Church Council will propose bylaw changes. 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. The Church Council will propose bylaw changes.
- C14.03.** Changes to the bylaws may be proposed to the Church Council by any voting member: provided, however, that a) the proposing member has gathered the signatures of 20% (twenty percent) of the voting members of the congregation indicating they are in favor of the change; and b) such additions or amendments be submitted in writing to the Church Council at least 60 days before the congregation's annual meeting or a special meeting called for that purpose. Church Council shall notify the congregation of the proposal with its recommendation at least 30 days in advance of the meeting.
- C14.04** Approved changes to the by-laws shall be recorded by the secretary of this congregation. The secretary will also send these changes to the Synod.

**Chapter 15**  
**AMENDMENTS**

**C15.01** Amendments to this constitution may be proposed by at least 20% (twenty percent) of the voting members or by the Church Council. Proposals must be filed in writing and presented to the Church Council at least 60 days in advance for formal consideration by this congregation at its annual meeting or a special meeting called for that purpose. The Church Council shall notify the members of the proposal with the council's recommendations at least 30 days in advance of the meeting.

**C15.02** A proposed amendment to this constitution shall:

- a. Be approved at a properly called meeting according to this constitution by a majority vote of those present and voting;
- b. Be ratified without change at the next properly called meeting by a two-thirds (2/3) of those present and voting;
- c. Have the effective date included in the resolution and noted in the constitution.

**C15.03** Amendments to this constitution shall be sent by the secretary of this congregation to the synod.

**Chapter 16**  
**CONTINUING RESOLUTIONS**

**C16.01** The Church Council may enact continuing resolutions that describe the function of various committees or organizations of this congregation. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.

**C16.02** Continuing resolutions shall be enacted or amended by a two-thirds (2/3) vote of all voting members of the Church Council.

**C16.03** The Church Council may enact policies that provide direction to the Senior Pastor and the staff to guide the daily operation and proper functioning of the church. Such policies may not conflict with the constitution, bylaws, or continuing resolutions of this congregation. No action by the Senior Pastor or staff should be in conflict with any established policy.

# Bylaws

Of

## Edison Park Lutheran Church

6626 North Oliphant Avenue, Chicago, Illinois 60631

*Recommended by Church Council August, 2011  
Scheduled to be voted for approval on ? 2011  
Proposed effective date of January ?, 2012*

Adopted from the Model Constitution for Congregations of the Evangelical Lutheran Church in America. Copyright 1993, ELCA

### Chapter 3

#### **NATURE OF THIS CONGREGATION**

- B3.02.1** The mission of Edison Park Lutheran Church (hereinafter “this congregation”) is to share the Gospel of Jesus Christ through worship, service and outreach.
- B3.02.2** The vision of this congregation is: As Christ's Body in Edison Park, EPLC will use our time, talent, treasure, as well as our financial and tangible assets to:
- a. Offer uplifting, inspiring worship, preaching, music and arts for the sake of our members and our neighborhood;
  - b. Offer nurturing fellowship, small groups and programs for members, especially children, youth and families, and our neighbors;
  - c. Offer events and opportunities which will deepen our spiritual life with Jesus Christ our Lord.
- B3.02.3** The values of this congregation are:
- a. Uplifting, inspiring worship, preaching, music and arts;
  - b. Inclusive, welcoming outreach in our community;
  - c. Vital children, youth and family ministry;
  - d. Thoughtful giving of time, talent, treasure and financial management;
  - e. Nurturing fellowship and small groups for faithful, purposeful members;

- f. Spiritual development and study;
- g. A beautiful, comfortable, useful building;
- h. Faithful, dedicated leadership and staff;
- i. Our Lutheran heritage and history as a congregation.

#### **Chapter 4**

#### **STATEMENT OF PURPOSE**

**B4.03.1** Other than the organizational units specifically described in its constitution (“Constitution”) and bylaws, the organizational structure of this congregation shall be determined by the Senior Pastor in partnership with the Church Council. The Senior Pastor shall report significant changes to the organizational structure to the Church Council, seek its advice as appropriate, and incorporate such changes into the annual operating plan.

#### **Chapter 5**

#### **POWERS OF THE CONGREGATION**

**B5.01** In addition to and as clarification of those powers set forth in C5.03 of the constitution, the congregation shall:

- a. Approve changes to the mission, vision and values of this congregation, after said changes are proposed by the Senior Pastor and approved by the Church Council;
- b. Approve the call of all pastors, based on the names submitted to the congregation by the Church Council.;
- c. Terminate the call of Associate or Assistant Pastors as set forth in B9.04.1;
- d. Approve all purchases, acquisitions or contracts after they are proposed by the Senior Pastor and approved by the Church Council. Such approval shall be deemed granted if such purchases, acquisitions or contracts are included in the approved annual budget;
- e. Approve the annual budget after it is proposed by the Senior Pastor and approved by the Church Council. This congregation shall also approve unbudgeted expenditures which in any fiscal

year exceed 10% (ten percent) of the originally budgeted annual giving;

f. Approve all purchases, acquisitions, or sales of real property, or mortgages or liens thereon, after said changes are proposed by the Senior Pastor and approved by the Church Council.

## **Chapter 6** **CHURCH ASSOCIATION**

**B6.01** A proposal to associate with a New Association may only be made to this congregation by the Church Council, and only after:

- a. A recommendation by the Senior Pastor to the Church Council to consider associating with a New Association;
- b. The Church Council has held at least four (4) public hearings open to all members of this congregation to gather feedback on a proposal;
- c. An affirmative vote of 75% (seventy-five percent) of the Church Council members present at a properly called meeting of the Church Council. Council will then call a meeting of this congregation as referenced in C10.02.

## **Chapter 8** **MEMBERSHIP**

- B8.01**
- a. A **baptized and confirmed** member shall be removed from the roster of members if that person fails to participate in the life and worship of the congregation for a period of one year.
  - b. A **voting** member who does not, for a period of one year, partake of Holy Communion or support the church through financial contributions, or does not appear to desire to participate in the life and worship of the congregation during the current or preceding year may be removed from the membership and declared inactive by the Church Council. After an inactive member has communed or given an offering of record, or demonstrated a desire to participate in the life and worship of the congregation, he or she shall be reinstated to the active membership of the church.
  - c. An **associate** member who does not, for a period of one year, partake of Holy Communion or support the church through financial contributions, or does not appear to desire to participate in the life and worship of the congregation may be removed from

the membership and declared inactive by the Church Council. After an inactive member has communed or given an offering of record, or demonstrated a desire to participate in the life and worship of the congregation, he or she shall be reinstated to the active associate membership of the church.

- d. Those deemed **inactive** shall be notified in writing of this status.
- e. Such persons who have been removed from the membership shall remain persons for whom the church has a continuing pastoral concern.

## **Chapter 9** **THE PASTORS**

**B9.01.1** There shall be only one Senior Pastor position. Other pastor positions shall be subordinate to the Senior Pastor and shall be designated herein as Associate or Assistant Pastors.

**B9.02.1** The Senior Pastor shall:

- a. Be the spiritual leader of this congregation, discerning God's will for the church and interpreting theology;
- b. Be responsible for the well-being of the congregation;
- c. Be responsible for and manage the church's relationship with the ELCA, as defined in the Constitution;
- d. Be responsible for and manage the church's relationship with the local community;
- e. Propose changes to this congregation's mission, vision and values;
- f. Propose the long-term strategic plan for the church;
- g. Make organizational changes and propose any related budget amendments, according to C4.03;
- h. Propose the annual operating plan for the church;
- i. Make any purchases, acquisitions and contracts as specifically itemized in the approved annual budget, and propose any other purchase, acquisitions, or contracts to the Church Council;
- j. Propose joint ventures with other congregations and ministries;

- k. Initiate informal affiliations and relationships with other organizations;
- l. Hire, terminate, direct, supervise, manage, and evaluate the performance of the non-pastor staff, and determine their compensation to be presented to the Church Council for their approval. For Associate or Assistant Pastors, terminate, direct, supervise, manage, and evaluate the performance of the pastors, and determine their compensation to be to the Church Council. Notwithstanding B5.01 of these bylaws, the Senior Pastor may terminate the call of an Associate or Assistant Pastor with the approval of the Church Council;
- m. Be responsible for and oversee the preschool.

**B9.04.1** Procedure for terminating a call:

The authority to terminate the call of any pastor shall be with this congregation, subject to the procedures set forth below, consultation with representatives of the Synod, and a two-thirds (2/3) majority vote of the voting members present at a properly called meeting of the congregation. In addition, the Senior Pastor, with two-thirds (2/3) majority vote approval of the Church Council, shall also have authority to terminate the call of any Associate or Assistant Pastor for any of the reasons specified in C9.04 of the Constitution without being bound by the procedure detailed below.

- a. When allegations described in C9.04(3), C9.04(4) or C9.04(5) of the Constitution come to the attention of the Church Council, the Church Council may elect to investigate such allegations by appointing a committee comprised of at least one ordained minister and at least two laypersons, none of whom may currently be serving on the Church Council. If such allegations have been brought to the Church Council's attention by a petition signed by at least one-third (1/3) of the voting members of this congregation, the Church Council must appoint a committee to investigate as described above. Based on the report from the committee, the Church Council shall make a recommendation to the congregation unless the allegations prove to be groundless.
- b. In case of alleged physical or mental incapacity, competent medical testimony shall be obtained. When such disability is evident, the Church Council, with the advice of the committee described in B9.04.1.a., shall make a recommendation to the congregation that the call of the affected pastor be terminated.

c. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the Church Council together with the committee described in B9.04.1.a. shall decide on the course of action to be recommended to the affected pastor. If the affected pastor agrees to abide by the recommendations no further action shall be taken by the Church Council. If the affected pastor fails to assent, the Church Council may recommend to the congregation to dismiss the pastor.

**B9.05** Only a member of the clergy roster of the ELCA may be called as a pastor of this congregation. Notwithstanding this provision, an exception may be made to call as an assistant or associate pastor of this congregation a candidate for the roster of ordained ministers or a non-roster pastor after:

- a. Consultation with representatives of the Synod;
- b. Diligent effort on the part of the Church Council to ensure adherence to C9.08 of the Constitution;
- c. After an affirmative vote of seventy-five (75%) percent of the Church Council members present at a properly called meeting of the Church Council;
- d. After all other actions required to call a pastor as referenced in C9.01 of the Constitution.

## **Chapter 10** **CONGREGATION MEETING**

**B10.01** The Annual Meeting of the Congregation shall be held during the month of January on a date to be determined by the Church Council.

**B10.04** A quorum of voting members shall be forty (40) members or 10% (ten percent) of the congregation, whichever is less.

## **Chapter 11** **OFFICERS**

**B11.01.1** Number. The officers of this congregation shall be a president, who shall also serve as chairperson of the Church Council, a vice president, a secretary, and a treasurer, and shall act as the corporate officers of this congregation.

- B11.01.2** Election and Term of Office. The officers of the Church shall be elected by the Church Council at its first meeting. The officers may serve in their position three (3) consecutive one (1) year terms, but must annually be approved by the Church Council. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her death, or until he or she resigns or is removed in the manner hereinafter provided.
- B11.01.02** Removal. Any officer may be removed by the congregation by majority vote at a properly called congregation meeting when in its judgment the best interest of this congregation will be served thereby.
- B11.01.3** President. The president shall, when present, preside at all meetings of the Church Council and congregation. He or she may sign, with the secretary or any other proper officer of this congregation thereunto as authorized in these bylaws, notes, deeds, mortgages, bonds, contracts, or other instruments that these bylaws have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the congregation, or Church Council, as specified in these bylaws, to some other officer or agent of this congregation, or shall be required by law to be otherwise signed or executed. In general, he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the congregation or Church Council from time to time.
- B11.01.4** Vice president. In the absence of the president, or in the event of his or her death, inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned by the president or by the Church Council.
- B11.01.5** Secretary. The secretary shall: (a) keep the minutes of the proceedings of the congregation and Church Council; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each Church Council member; (e) sign with the president or vice president any and all documents or instruments that shall have been authorized in accordance with these bylaws; and (f) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Church Council.
- B11.01.6** Treasurer. The treasurer shall: (a) perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Church Council; or (b) delegate aforementioned duties to professionally

competent staff members or volunteers, as appropriate, while maintaining responsibility and oversight. If required by the Church Council, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Church Council shall determine.

**Chapter 12**  
**CHURCH COUNCIL**

**B12.01.1** Beside the Senior Pastor and officers, the Church Council will include eight (8) members of the congregation. The term of service for members of the Church Council, other than the Senior Pastor and officers, shall be three (3) years. Their terms shall be staggered so as to maintain continuity and knowledge transfer on the Church Council. Each member of the Church Council shall not serve more than two (2) full and continuous elected terms on the Church Council, but will be eligible to serve again after a break in service. Members of the Church Council shall be elected at the annual congregational meeting by ballot. Names listed on the ballot shall be put forward by the Nominating Committee, as defined in these bylaws.

**B12.01.2** Removal. Any member of the Church Council, with the exception of the Senior Pastor, may be removed by the congregation by majority vote at a properly called congregation meeting when in its judgment the best interest of this congregation will be served thereby.

**B12.02.1** The Church Council shall:

- a. Approve changes to this congregation's mission, vision and values, as proposed by the Senior Pastor;
- b. Approve the long-term strategic plan, as proposed by the Senior Pastor;
- c. Receive a report on any organizational changes initiated by the Senior Pastor, and approve any related budget amendments proposed by the Senior Pastor;
- d. Approve the annual operating plan proposed by the Senior Pastor;
- e. Approve the annual budget correlating to the annual operating plan and submit the annual budget to the congregation for its approval at its annual meeting. Upon approval of the annual budget by the congregation, the Church Council shall supervise the expenditure of funds in accordance with the annual budget, and may incur obligations in excess of 10% (ten

percent) of anticipated revenue only after approval of the congregation at a properly called congregation meeting;

f. Approve any purchases, acquisitions and contracts as proposed by the Senior Pastor;

g. Approve the acquisition and sale of real property, and any mortgages or liens therein, as proposed by the Senior Pastor;

h. Evaluate, manage and safeguard against legal and other liabilities, both actual and contingent, impacting this congregation and have a regular, independent review of financials;

i. Approve joint ventures with other congregations and ministries, as proposed by the Senior Pastor;

j. Direct and determine benevolent donations to other organizations, or delegate this responsibility;

k. Direct, supervise, manage, and evaluate the performance of the Senior Pastor, and determine the compensation for the Senior Pastor to be proposed in the annual budget;

l. In the case of the call of a Senior Pastor, submit the names of candidates to the Call Committee;

m. For all pastors, approve or disapprove the recommendations of the Call Committee, and forward approved candidates to the congregation for approval;

n. The Church Council shall set a time and place of each meeting and shall meet regularly throughout the year as needed.

#### **B12.04.1 Church Council Member Conflict of Interest**

a. A conflict of interest transaction is a transaction with the congregation in which a Church Council member has a direct or indirect interest. A conflict of interest transaction is not voidable by the congregation solely because of the Church Council member's interest in the transaction if any one of the following is true:

(i) The material facts of the transaction and the Church Council member's interest were disclosed or known to the Church Council or a committee of the Church Council and the Church Council or committee authorized, approved or ratified the transaction.

- (ii) The transaction was fair to the congregation at the time it was entered into or approved.

b. For purposes of this section, a Church Council member has an indirect interest in a transaction if either:

- (i) Another entity in which the Church Council member or immediate family member of the Church Council member has a material financial interest or in which the Church Council member or immediate family member is a general partner is a party to the transaction.
- (ii) Another entity of which the Church Council member or immediate family member is a Church Council member, officer, member, manager or trustee is a party to the transaction.

c. For purposes of subparagraph B12.04.1 (a)(i), a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the members of the Church Council or on the committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved or ratified under this section by a single Church Council member. If a majority of the Church Council members who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. Any Church Council member with a direct or indirect interest in the transaction shall disclose such relationship and shall not vote on such transaction provided, however, that the presence of, or a vote cast by, a Church Council member with a direct or indirect interest in the transaction does not affect the validity of any action taken under subparagraph B12.04.1(a)(i), if the transaction is otherwise authorized approved or ratified as provided in that subsection.

**B12.12.1** A quorum to transact Church Council business shall be simple majority of the Church Council, excluding vacancies.

**B12.13.1** Committees of the Church Council will serve at the pleasure of and report to the Church Council. Their members will number and have the qualifications as the Church Council sees fit. They will include:

a. The Nominating Committee to be appointed annually. In consultation with the Senior Pastor, it will nominate candidates for officers and Church Council election and place these names on the annual meeting ballot.

b. The Call Committee to be appointed as need arises to call a new pastor as described in B12.09.2.

- c. The Finance Committee to be appointed annually for terms to be determined by the Church Council. It will oversee the finances of the church.
- d. Other committees and/or task forces may be formed, as need arises, at the discretion of the Church Council.
- e. Standing committees shall meet as needed to conduct the business of the committee.
- f. The Chair or Church Council liaison will provide an update to the Church Council including topics discussed and outcomes of those discussions.

**B12.12.1** Call Committee procedures: The Call Committee created pursuant to Chapter 4 (B4.03.1) will administer the search process and make a recommendation to the Church Council, which will forward an approved candidate to the congregation for approval. The Call Committee shall consider only those candidates whose names are submitted by a) the Church Council in the case of a call of a Senior Pastor, or b) the Senior Pastor in cases of the call of Associate or Assistant.

**B12.13.1** Indemnity. Subject to the limitations provided in the Articles of Incorporation or these bylaws, the congregation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a Church Council member or officer of the congregation or is or was serving at the request of the congregation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan, to the fullest extent permitted by Illinois law against expenses (including attorney's fees), judgments, fines, penalties and amounts paid in settlement, actually and reasonably incurred, by such person in connection with such action, suit or proceeding. The congregation shall advance payment of expenses to the fullest extent permitted by Illinois law. To the extent permitted by law, the congregation shall indemnify a Church Council member or officer for liability for any action taken, or any failure to take any action, as a Church Council member or officer, except liability for any of the following:

- (1) Receipt of a financial benefit received by a Church Council member or officer to which the Church Council member or officer is not entitled;
- (2) An intentional infliction of harm on the congregation or the members;

(3) A violation of any unlawful distribution provision of the Illinois Nonprofit Corporation Act or Revised Illinois Nonprofit Corporation Act;

(4) An intentional violation of criminal law. If the Illinois Nonprofit Corporation Act or Revised Illinois Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the congregation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its Church Council members and officers to the fullest extent permitted by law. Any repeal or modification of this provision by the members of the congregation shall be prospective only and shall not adversely affect any indemnification obligations of the congregation with respect to any state of facts existing at or prior to the time of such repeal or modification.

### **Chapter 13**

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

**B13.02.1** A member charged with the offense warranting discipline shall appear before the Church Council after having received a written notice, at least ten days prior to the meeting, specifying the exact charges that have been made against the member. 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.

**B13.02.2** 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 (2/3) majority vote of the members of the Church Council who are not disqualified but who are present and voting, and renewed admonitions prove ineffectual, the council shall impose one of the following disciplinary actions:

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

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

**B13.02.3** Disciplinary actions may be reconsidered and revoked by the Church Council upon receipt of a) evidence that injustice has been done; b)

evidence of repentance and amendment or c) at the request of the Senior Pastor.

**B13.02.4** For disciplinary actions in this congregation, “due process” shall be observed, as exemplified by God’s Word.

Ratified 1/22/2012