**CONSTITUTION**

AND

**BYLAWS**

 OF

 **GRACE LUTHERAN CHURCH**

**OF ALBERT LEA**

918 GARFIELD AVENUE

 ALBERT LEA, MINNESOTA

JANUARY, 2006

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**Grace Lutheran Church**

918 Garfield Avenue

Albert Lea, Minnesota

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**CONSTITUTION**

**GRACE LUTHERAN CHURCH OF ALBERT LEA**

918 Garfield Avenue

Albert Lea, Minnesota

**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.

**Article I**

**NAME AND INCORPORATION**

**A1.01** The name of the congregation shall be **Grace Lutheran Church of Albert Lea**, Albert Lea, Minnesota.

**A1.02** For the purpose of this constitution and the accompanying bylaws, the congregation of Grace Lutheran Church is hereinafter designated as "this congregation."

**A1.03** This congregation shall be incorporated under the laws of the State of Minnesota.

**Article II**

**CONFESSION OF FAITH**

**A2.01** This congregation confesses the Triune God, Father, Son, and Holy Spirit as the one and only True God.

**A2.02** 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.

**A2.03** 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.

**A2.04** This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.

**A2.05** 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.

**A2.06** This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.

**A2.07** This congregation confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world and nothing contrary to these confessions shall be taught in the congregation.

**Article III**

**NATURE OF THE CHURCH**

**A3.01** 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.

**A3.02** The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.

**Article IV**

**STATEMENT OF PURPOSE**

**A4.01** 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.

**A4.02** 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 by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.

d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, and standing with the poor and powerless, and committing itself to their needs.

e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.

f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

**A4.03** To fulfill these purposes, this congregation shall:

a. Provide services of worship at which the Word of God is preached and the sacraments are administered.

b. Provide pastoral care and assist all members to participate in this ministry.

c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.

d. Teach the Word of God.

e. Witness to the reconciling Word of God in Christ, reaching out to all people.

f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.

g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.

h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.

i. Foster and participate in ecumenical relationships consistent with churchwide policy.

**A4.04** 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, task force, or other organizational group and shall review their actions.

**A4.05** This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

**Article V**

**POWERS OF THE CONGREGATION**

**A5.01** The powers of this congregation are those necessary to fulfill its purpose.

**A5.02** The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.

**A5.03** Only such authority as is delegated to the Church Council or other organizational units in this congregation's governing documents is recognized. The congregation retains all remaining authority. 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. call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;

d. adopt amendments to the constitution, as provided in Article 17, and amendments to the bylaws, as specified in Article 16;

e. approve the annual budget;

f. acquire real and personal property by gift, devise, purchase, or other lawful means;

g. hold title to and use its property for any and all activities consistent with its purpose;

h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;

i. elect its Church Council, and other necessary boards and committees, and require them to carry out their duties in accordance with the constitution and bylaws; and

j. terminate its relationship with the Evangelical Lutheran Church in America as provided in Article VI.

**A5.04** This congregation shall choose laypersons from among its voting members to serve as voting members of the Synod Assembly, as well as persons to represent it at meetings of any conference, or other subdivision of which it is a member. The number of persons to be elected by the congregation, and other qualifications, shall be as prescribed in guidelines established by the Southeastern Minnesota Synod of the Evangelical Lutheran Church in America.

**Article VI**

**CHURCH AFFILIATION**

**A6.01** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Southeastern Minnesota Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.

**A6.02** 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.

**A6.03** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:

a. This congregation agrees to be responsible for its life as a Christian community.

b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.

c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures and with the approval of the bishop of the synod.

d. This congregation agrees to consider calling associates in ministry, deaconesses, and diaconal ministers to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.

e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

**A6.04** Affiliation with the Evangelical Lutheran Church in America may be terminated as follows:

a. This congregation takes action to dissolve.

b. This congregation ceases to exist.

c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America.

d. This congregation follows the procedures outlined in A6.05.

**A6.05** This congregation may terminate its affiliation with the Evangelical Lutheran Church in America by the following procedure:

a. A resolution indicating the desire of this congregation to terminate its affiliation must be adopted at a legally called and conducted special meeting of this congregation by a two-thirds majority of the voting members present.

b. The secretary of this congregation shall submit a copy of the resolution to the bishop of the synod 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 after a resolution by the congregation indicating a desire to terminate.

d. If this congregation, after consultation, still desires to terminate its affiliation, such action may be taken at a legally called and conducted special meeting by a two-thirds majority of the voting members present, at which meeting the bishop of the synod or an authorized representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.

e. A certified copy of the resolution to terminate its affiliation shall be sent to the bishop of the synod, at which time the affiliation between this congregation and the Evangelical Lutheran Church in America shall be terminated.

f. Notice of termination shall be forwarded by the bishop of the synod to the secretary of the Evangelical Lutheran Church in America and published in its periodical.

**A6.06** If this congregation considers relocation, it shall confer with the bishop of the synod in

 which it is territorially located before any steps are taken leading to such action. The

 approval of the Synod council shall be received before any such action is effected.

**Article VII**

**PROPERTY OWNERSHIP**

**A7.01** If this congregation ceases to exist, title to undisposed property shall pass to the Southeastern Minnesota Synod of the Evangelical Lutheran Church in America.

**A7.02** If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.

**A7.03** If a two-thirds majority of the voting members of this congregation present at a regularly called and conducted special meeting of this congregation vote to transfer to another Lutheran Church body, title to property shall continue to reside with the two-thirds majority. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Southeastern Minnesota Synod.

**Article VIII**

**MEMBERSHIP**

**A8.01** 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.

**A8.02** 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 and made a contribution of record during the current or preceding year.

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. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Church Council of this congregation.

**A8.03** All applications for confirmed membership shall be submitted to and shall require the

 approval of the Church Council.

**A8.04** It shall be the privilege and duty of members of this congregation to:

a. make regular use of the means of grace, both Word and sacraments;

b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and

c. support the work of this congregation, synod, and the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.

**A8.05** Membership in this church 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 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.

**Article IX**

**THE PASTOR**

**A9.01** Authority to call a pastor shall be in this congregation by at least a two-thirds majority ballot vote of members present and voting at a meeting legally called for that purpose. Before a call is issued, a committee elected by the Council to recommend the call, shall seek the advice and help of the bishop of the synod.

**A9.02** Only a member of the clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers who has been recommended for the congregation by the bishop of the synod may be called as a pastor of this congregation.

**A9.03** Consistent with the faith and practice of the Evangelical Lutheran Church in America,

a. Every ordained minister shall:

 1) preach the Word;

 2) administer the sacraments;

 3) conduct public worship;

 4) provide pastoral care; and

 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.

b. Each ordained minister with a congregational call shall, within the Church:

 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;

 2) supervise all schools and organizations of this congregation;

 3) install regularly elected members of the Church Council; and

4) with the council, administer discipline.

c. Every pastor shall:

 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;

 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel;

 3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and

 4) endeavor to increase the support given by the congregation to the work of the Evangelical Lutheran Church in America and of the Southeastern Minnesota Synod of the Evangelical Lutheran Church in America.

**A9.04** The 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.

**A9.05** a. The call of the congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which, except in the case of death of the pastor, shall be terminated only following consultation with the bishop of the synod and for the following reasons:

 1) mutual agreement to terminate the call or the completion of a call for a specific term;

 2) resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;

 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;

 4) the physical or mental incapacity of the pastor;

 5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty; or

 6) the dissolution of the congregation.

b. When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office have come to the attention of the bishop of the synod, the bishop in his or her sole discretion may, or when such allegations have been brought to the synod's attention by an official recital of allegations by the Church Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop shall, investigate such conditions personally in company with a committee of two ordained ministers and one layperson.

c. In case of alleged physical or mental incapacity, competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod with the advice of the committee shall declare the pastorate vacant. Upon the restoration of a disabled pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.

d. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the bishop of the synod together with the committee described in A9.05.b. shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor by two-thirds majority vote of the voting members present and voting at a legally called meeting after consultation with the bishop if the bishop and committee did not recommend termination of the call, or by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.

e. If, in the course of proceedings described in A9.05.d., the committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action to the bishop of the synod who may bring charges, in accordance with the provisions of the constitution and bylaws of the Evangelical Lutheran Church in America and the constitution of this synod.

f. If, following the appointment of the committee described in A9.05.b. or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation being served by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service in the congregation without prejudice and with pay provided through a joint synodical and churchwide fund and with housing provided by the congregation.

**A9.06** At a time of pastoral vacancy the bishop of the synod with the approval of this congregation or the Church Council may recommend an interim pastor.

**A9.07** During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Church Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor, and shall not be a candidate for permanent call.

**A9.08** 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.

**A9.09** 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 Church Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

**A9.11** With approval of the bishop of the synod, the congregation may depart from A9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of A9.05.a.

**A9.12** Each pastor shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation, and shall submit a summary of such statistics annually to the synod and to this congregation. Each pastor 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.

**A9.13** Each pastor of this congregation 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.

**Article X**

**CONGREGATION MEETING**

**A10.01** The annual meeting of the congregation shall be held at a time specified in the bylaws.

**A10.02** A special Congregational Meeting may be called by the Senior Pastor, Church Council, or the President of this congregation, and shall be called by the President of the congregation upon the written request of ten percent of the voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.

**A10.03** Notice of all meetings of the congregation shall be given at the services of worship on the preceding two consecutive Sundays or by mail to all voting members at least 10 days in advance of the date of the meeting. The mailing of such notice, with the regular postage affixed or paid, sent to the last known address of such members shall be sufficient.

**A10.04** Seventy-five of the voting members shall constitute a quorum.

**A10.05** Voting by proxy or by absentee ballot shall not be permitted.

**A10.06** All actions by the congregation shall be by majority vote of those members present and voting except as otherwise provided in this constitution or by state law.

**A10.07** Robert’s Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

**Article XI**

**OFFICERS**

**A11.01** The officers of this congregation shall be a president, vice president, and secretary, who shall constitute the Executive Committee.

 a. Duties of the officers shall be specified in the bylaws.

 b. The officers shall be voting members of the congregation.

 c. Officers of this congregation shall serve similar offices of the Church Council and shall be voting members of the Church Council.

 d. The president, vice president, and secretary shall be selected from the elected membership of the Church Council.

e. 1) The treasurer shall be selected by the Church Council

 for a one year term.

2) The treasurer shall not be a voting member of the

 Church Council.

3) The number of terms of office for the treasurer shall not be restricted.

**A11.02** The Church Council shall elect its officers and they shall be the officers of the congregation. The officers may 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.

**A11.03** 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.

**Article XII**

**CHURCH COUNCIL**

**A12.01** The voting membership of the Church Council shall consist of the Senior Pastor, and not more than 21 members of the congregation. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted. Associate pastors serving this congregation under Call shall be advisory members of the Council with voice but without vote.

a. A member's place on the Council shall be declared vacant if the member ceases to be a voting member of this congregation.

b. A member of the Council who is absent from two consecutive regular meetings shall be consulted by the President of the congregation; if the member is absent from three consecutive regular meetings without valid cause, the Council may declare the office vacant.

c. Should a member's place on the Council be declared vacant, the Council shall elect, by majority vote, a successor to complete the term.

d. If a vacancy occurs on the Council, the Council shall fill the vacancy for the unexpired term. Should the unexpired term be one year or less, it shall not be considered in determining eligibility for succession.

**A12.02** The members of the Council, except the Senior Pastor, shall be elected 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.

**A12.04** The Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything can 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 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 pastor(s) and staff and help them annually to evaluate the fulfillment of their calling, employment, or appointment.

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(s).

h. To emphasize partnership with the synod and churchwide units of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.

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 Gospel.

**A12.05** The Council shall be responsible for the financial and property matters of this congregation.

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

b. The Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.

c. The Council may enter into contracts of up to $10,000.00 for items not included in the budget.

d. The 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 $10,000.00 in excess of the budget only after approval by Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the synod and churchwide organization.

e. The 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 moneys.

f. The Council shall be responsible for this congregation's investments and its total insurance program.

**A12.06** The Council shall see that the provisions of this constitution and its bylaws are carried out.

**A12.07** The Council shall provide for an annual review of the congregational membership roster.

**A12.08** The Council shall be responsible for the employment and supervision of the salaried lay workers of this congregation.

**A12.09** The Council shall submit a comprehensive report to this congregation at the annual meeting.

**A12.11** The Council shall normally meet once a month. Special meetings may be called by the Senior 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.

**A12.12** A quorum for the transaction of business shall consist of a majority of the members of the Council, including the Senior Pastor or interim senior pastor.

**A12.13** When the Senior pastor or interim senior pastor requests or consents to be absent and has given prior approval to the agenda for a special meeting, that shall be the only business considered at that meeting. Chronic or repeated absence of the Senior Pastor or interim senior pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Council following consultation with the bishop of the synod.

**Article XIII**

**CONGREGATIONAL COMMITTEES**

**A13.01** The officers of this congregation and the Senior Pastor shall constitute the **Executive Committee**.

**A13.02** A **Nominating Committee** of not more than seven 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 for consecutive reelection. The Senior Pastor shall serve as convener and as an advisory member.

**A13.03** An **Audit Committee** of at least three voting members 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. Members shall be eligible for reelection.

**A13.04** When a pastoral vacancy occurs, a **Call Committee** of no more than eleven voting members shall be elected by the Church Council. Term of office will terminate upon installation of the newly called pastor.

**A13.05** Other committees of this congregation may be formed, as the need arises, by decision of the Church Council.

**A13.06** Duties of committees of this congregation shall be specified in the bylaws.

**Article XIV**

**ORGANIZATIONS WITHIN THE CONGREGATION**

**A14.01** 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.

**A14.02** Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after the Church Council has given authorization.

**Article XV**

**DISCIPLINE OF MEMBERS**

**A15.01** Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation shall 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) written 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 (if not the pastor) or vice president shall administer such admonitions

**A15.02** The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.* If discipline of a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specifically in writing shall be prepared by member(s) of the congregation who shall sign the charges as the accusers(s). The written charges shall be filed with the Senior 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. A member charged with the offense shall appear before the Church Council after having received a written notice, specifying the exact charges that have been made against the member, at least 10 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.

**A15.03** 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 and who are present and voting, and renewed admonition prove ineffectual, the Council shall impose one of the following disciplinary actions:

a. censure before the council or congregation;

b. suspension from membership for a definite period of time; or

c. exclusion from membership in this congregation.

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

**A15.04** The member against whom the Church Council has taken disciplinary action shall have the right to appeal the decision to the Synod Council. Such right may not be abridged and the decision of the Synod Council shall be final.

**A15.05** Disciplinary actions may be reconsidered and revoked by the Church Council upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.

**A15.06** For disciplinary actions in this congregation, “due process” shall be observed as specified in 20.41.04 in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.*

**A15.07** No member of a congregation shall be subject to discipline for offenses that the Church Council has previously heard and decided, unless so ordered by the Synod Council after an appeal.

**A15.10 Adjudication**

**A15.11** When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Church Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council whose decision shall be final.

**Article XVI**

**BYLAWS**

**A16.01** This congregation may adopt bylaws. No bylaw may conflict with this constitution.

**A16.02** 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.

**A16.03** Changes to the bylaws may be proposed by any voting member provided, however, that such additions or amendments be submitted in writing to the Church Council at least 60 days before a regular or special Congregation Meeting called for that purpose and that the Church Council notify the members of the proposal with its recommendations at least 30 days in advance of the Congregation Meeting.

**A16.04** Approved changes to the bylaws shall be sent to the synod by the secretary of this congregation.

**Article XVII**

**AMENDMENTS**

**A17.01** 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 to this constitution may be proposed by at least 75 voting members or by three-fourths of the Church Council. Proposals must be filed in writing with the Church Council 60 days before formal consideration by this congregation at its regular or 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.

**A17.02** A proposed amendment to this constitution (proposed under A17.01) shall:

a. be approved at a properly called meeting according to this constitution by a two-thirds majority vote of those present and voting;

b. be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting; and

c. have the effective date included in the resolution and noted in the constitution.

**A17.03** Any amendments to this constitution that result from the processes provided in A17.01 and A17.02 shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution and bylaws of the Evangelical Lutheran Church in America or the constitution of the Southeastern Minnesota Synod of the Evangelical Lutheran Church in America.

**A17.04** Whenever the *Model Constitution for Congregations* is amended by the Churchwide Assembly, this constitution may be amended to incorporate any such amendment by a simple majority vote of those voting members present and voting at any subsequent meeting of the congregation without presentation at a prior meeting of the congregation provided that the Church Council has submitted by mail notice to the congregation of such an amendment or amendments, together with the council’s recommendations, at least 30 days prior to the meeting. Following adoption of an amendment, the secretary of the congregation shall submit a copy thereof the synod. Such provisions shall become effective immediately following a vote of approval.

**Article XVIII**

**CONTINUING RESOLUTIONS**

**A18.01** The Church Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.

**A18.02** Continuing resolutions shall be enacted or amended by a two-thirds vote of all voting members of the Church Council.

**Article XIX**

**INDEMNIFICATION**

**A19.01** 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.

 **BYLAWS**

**of**

**GRACE LUTHERAN CHURCH**

**of**

 **ALBERT LEA**

918 Garfield Avenue

Albert Lea, Minnesota

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**Part I - Communion Participation**

(Cf. Article II of Constitution)

The communion practices of this congregation will be guided by the document “The use of the Means of Grace: A Statement on the Practice of Word and Sacrament” adopted by the Evangelical Lutheran Church in America at it’s Fifth Biennial Churchwide Assembly on August 19, 1997.

**Part II - Membership**

(Cf. Article VIII of Constitution)

It is proposed that this section of the bylaws be left blank since Article VIII of the constitution describes the parameters and provisions of membership.

**Part III - The Pastor(s)**

(Cf. Article IX of Constitution)

1. The congregation, after it has voted to call a pastor by at least a two-thirds majority vote of members present and voting, shall issue a Letter of Call, in a form approved by the Church, to the pastor-elect which shall bear the signatures of the chairperson of the Call Committee and the president and the secretary of the congregation. The signature of the Synod Bishop shall certify the Letter of Call. Calls to assistant/associate pastors shall be issued, in consultation with the senior pastor, in accordance with the provisions of this paragraph.

2. The Call shall be for an indefinite time, except that Calls for a limited time may be issued to pastors who are qualified for emeritus status and otherwise eligible for Call.

3. Calls to assistant/associate pastors of this congregation shall terminate when the senior pastor leaves and a new senior pastor arrives. After the new senior pastor arrives the assistant/associate pastor shall have six months during which time their Call will either be renewed or their resignation accepted by the congregation. Should they be asked to resign, they will have a period of six months in which to find another Call. The Council together with the senior pastor will handle all actions in this matter.

4. Since the pastor ministers to the congregation primarily in the public preaching of the Word and in the administration of the sacraments, and since both pastor and congregation are parties to the Call, no pastor shall announce a decision on any subsequent Call without first having consulted with the congregation or at least with the council. Should the pastor thereupon resign to accept another call the resignation shall be presented to the congregation and a mutually satisfactory arrangement sought for terminating pastoral services; normally within 30 days.

5. A desire for a change in pastorate, either by the congregation or pastor(s), shall be brought to the attention of the Synod Bishop, who shall advise in the matter according to this Constitution (Article IX) and the established procedure of the church.

6. Every pastor serving this congregation shall have an undivided loyalty to the faith and purpose of the Church according to Article II and IV of this Constitution. Any question concerning such loyalty shall be adjudicated according to the recommended procedure of the Church.

7. Other clergy qualified according to Article IX-2 of this Constitution may occasionally perform pastoral functions in this congregation with the approval of the Council and Senior Pastor, or in case of vacancy in the pastorate, with the approval of the congregation and Synod Bishop.

**Part IV - The Congregational Meetings**

(Cf. Article X of Constitution)

1. The date of the annual meeting of this congregation shall be on a date and time set by the Church Council sometime from the third Sunday of January through the first Sunday in February

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

a) Opening devotions with prayer.

b) Approval of the minutes.

c) Reports of the pastors, Council, treasurer, commissions, and others.

d) Elections.

e) Approval of the budget.

f) Unfinished business.

g) New business.

h) Closing prayer.

3. Except as otherwise provided in the Constitution and Bylaws all matters shall be decided by majority vote of those present and voting.

4. No one shall be declared elected unless they have received a majority of the votes cast.

5. If more than one ballot is required in an election it shall be in order, by proper motion, to limit the balloting, after the first ballot, to the three candidates receiving the highest number of votes on the first ballot and, after the second ballot, to limit the balloting to the two candidates receiving the highest number of votes.

**Part V - The Church Council**

(Cf. Article XII of Constitution)

A. Membership and Meeting of the Church Council

In addition to the provisions of the Constitution the following shall govern membership on the council and the conduct of its meetings.

1. At its annual meeting the congregation shall elect a church council of not more than 21 members for terms of three years with one-third of the terms expiring annually. No members shall be eligible to succeed themselves more than once.

2. A quorum for any regular or special meeting of the Council shall be a majority of its members.

B. Duties and Responsibilities of the Church Council

In addition to the duties and responsibilities provided in the Constitution the Council shall:

1. Assure that the treasurer and others who have access to the funds of the congregation are adequately bonded.

2. Appoint annually an auditing committee composed of three members that shall audit the fiscal records of the congregation and report its findings in writing to the annual meeting. Such audits shall also include examination of existing insurance coverage and parish records.

3. Be responsible for the building and premises of the congregation so their use is normally limited to the functions of the congregation. Should groups or individuals not associated with the congregation desire to use such property application shall be made to the Council for its approval.

4. Appoint the following ministry teams and supervise their activities:

a). Commissions

1. The Ministry Team on Life and Growth and Social Concerns

2. The Ministry Team on Stewardship

3. The Ministry Team on Youth Activities

4. The Ministry Team on Education and Literature

5. The Ministry Team on Worship, Music and Arts

6. The Ministry Team on Property and Financial Management

b). The membership of each ministry team shall include at least one member of the Council.

c). The duties of these ministry teams shall be those regularly included in the work and activities that are necessary in the congregation. The ministry team members, of their respective ministry teams, as requested by the Council shall give reports to the Council. The Council may assign additional duties from time to time to the respective ministry team.

d). The ministry teams’ personnel shall be annually appointed or re-appointed by the Council not to exceed three years.

e). The Council shall prepare and use manuals of operation to be known as "The Operational Code of Grace Lutheran Church of Albert Lea, Minnesota" and "The Personnel Policies of Grace Lutheran Church" which shall control the ministry teams and all salaried and volunteer employees of the congregation in performing all the services which they perform in serving this congregation and our God. Additions to, deletions from, and amendments to the Operational Code and the Personnel Policies shall be solely the responsibility of the Council.

C. Duties of Officers

1. The president shall preside at meetings of the Council and the congregation.

2. The vice-president shall preside at meetings of the Council and the congregation in the absence of the president.

3. The secretary shall keep minutes of the Council and of the congregation and shall have custody of the archives of the congregation.

4. The treasurer shall have custody of the funds of the congregation and shall receive and disburse such funds in accordance with the decisions of the congregation or the Council. Separate funds within organizations may be handled by officers elected by those organizations, or appointed by the Council, with regular monthly reports given to the congregation or the Council.

**Part VI - Parish Records**

 (Cf. Article IX of Constitution)

 A. Membership and Pastoral Acts

Record keeping requirements for pastoral acts shall be governed by Article IX, paragraphs A9.12 and A9.13 of the constitution.

 B. Financial Records

Bookkeeping records, including financial records and bank records, shall be kept for ten (10) years and then disposed of properly.

 C. Giving Envelopes

Giving envelopes shall be kept for a minimum of three (3) years and then disposed of properly.

**Part VII- Scholarship Committee**

1. A Scholarship Award Committee of five voting members of this congregation shall be elected at the annual meeting for a term of one year. Term of office shall begin immediately after the annual meeting. Vacancies on the committee shall be filled by the Church Council until the next annual meeting.
2. The pastor(s) and youth director of the congregation shall serve as advisory members of the committee with voice but no vote. The Associate pastor shall convene the committee.
3. The committee at it’s first meeting shall organize itself in a manner of it’s choosing.
4. Written notice of meetings of the committee shall be sent to all members of the committee at least 2 weeks before the meeting. Notice of meetings shall also be published in the congregation publications.
5. The committee shall prepare and distribute applications for scholarships, establish deadlines and award standards and guidelines, and evaluate and award scholarships.
6. A member of the committee who is the parent, grandparent, sibling, or aunt or uncle of an applicant for a scholarship shall be in conflict of interest and not participate in the evaluation or award of any scholarship.