

*CONSTITUTION AND  
BY-LAWS  
OF  
ZION EVANGELICAL  
LUTHERAN CHURCH  
LIMA, OHIO*

*DECEMBER 15, 2013*

Revision approved November 10, 2013, Congregation meeting  
Constitution & By-Laws Ratified December 15, 2013,  
Congregation meeting  
Approved by NWO Synod, Feb. 2014

# Constitution and By-Laws of Zion Evangelical Lutheran Church December 15, 2013

## Table of Contents

	Preamble .....	Page 3
Chapter 1	Name and Incorporation .....	Page 3
Chapter 2	Confession of Faith .....	Page 3
Chapter 3	Nature of the Church .....	Page 4
Chapter 4	Statement of Purpose.....	Page 4
Chapter 5	Powers of the Congregation.....	Page 6
Chapter 6	Church Affiliation .....	Page 6
Chapter 7	Property Ownership.....	Page 9
Chapter 8	Membership.....	Page 9
Chapter 9	The Pastor.....	Page 11
Chapter 10	Congregation Meeting .....	Page 14
Chapter 11	Officers.....	Page 14
Chapter 12	Congregation Council.....	Page 15
Chapter 13	Congregation Committees.....	Page 17
Chapter 14	Organizations Within the Congregation .....	Page 21
Chapter 15	Discipline of Members and Adjudication.....	Page 21
Chapter 16	By-Laws.....	Page 23
Chapter 17	Amendments .....	Page 23
Chapter 18	Continuing Resolutions.....	Page 24
Chapter 19	Indemnification .....	Page 24
	Congregational By-Laws .....	Page 25

## **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 Zion Evangelical Lutheran Church.

C1.02. For the purpose of this constitution and the accompanying bylaws, the Zion congregation is hereinafter designated as "this congregation."

C1.11. This congregation shall be incorporated under the laws of the State of Ohio.

### **Chapter 2. CONFESSION OF FAITH**

\*C2.01. This congregation confesses the Triune God, Father, Son, and Holy Spirit.

\*C2.02. This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.

- a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
- b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
- c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.

\*C2.03. This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.

\*C2.04. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.

\*C2.05. This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.

\*C2.06. This congregation accepts the other confessional writings in the Book of Concord,

namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.

\*C2.07. This congregation confesses the Gospel, recorded in the Holy 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.

### **Chapter 3. NATURE OF THE CHURCH**

\*C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.

\*C3.02. The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.

\*C3.03. The name Evangelical Lutheran Church in America (ELCA or “this church”) as used herein refers in general references to this whole church, including its three expressions: congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

### **Chapter 4 STATEMENT OF PURPOSE**

\*C4.01. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.

\*C4.02. To participate in God's mission, this congregation as a part of the Church shall:

- a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
- b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
- c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
- d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, and standing with the poor and powerless, and committing itself to their needs.
- e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and

- to use the gifts of the Spirit for their life together and for their calling in the world.
- f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

\*C4.03. To fulfill these purposes, this congregation shall:

- a. Provide services of worship at which the Word of God is preached and the sacraments are administered.
- b. Provide pastoral care and assist all members to participate in this ministry.
- c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
- d. Teach the Word of God.
- e. Witness to the reconciling Word of God in Christ, reaching out to all people.
- f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
- g. Motivate its members to provide financial support for the congregations' 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 church wide organization of the Evangelical Lutheran Church in America.
- i. Foster and participate in ecumenical relationships consistent with church wide policy.

\*C4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. [Such descriptions shall be contained in continuing resolutions in the section on the Congregation Council Committees.]

\*C4.05. This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

\*C4.06. References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God's mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

## **Chapter 5. POWERS OF THE CONGREGATION**

\*C5.01. The powers of this congregation are those necessary to fulfill its purpose.

\*C5.02. The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.

\*C5.03. Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:

- a. call a pastor as provided in Chapter 9;
- b. terminate the call of a pastor as provided in Chapter 9;
- c. call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;
- d. adopt amendments to the constitution, as provided in Chapter 17, amendments to the bylaws, as specified in Chapter 16, and continuing resolutions, as provided in Chapter 18.
- e. approve the annual budget;
- f. acquire real and personal property by gift, devise, purchase, or other lawful means;
- g. hold title to and use its property for any and all activities consistent with its purpose;
- h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- i. elect its officers, Congregation Council, 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 Chapter 6.

\*C5.04. This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the Northwestern Ohio Synod of the Evangelical Lutheran Church in America.

C5.05. This congregation shall have a mission endowment fund that will operate as specified in this congregation's bylaws. The purpose of the mission endowment fund is to provide for mission work beyond the operational budget of this congregation.

## **Chapter 6. CHURCH AFFILIATION**

\*C6.01. This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Northwestern Ohio Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.

\*C6.02. This congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.

\*C6.03. This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:

- a. This congregation agrees to be responsible for its life as a Christian community.
- b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
- c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of ordained ministers of the Evangelical Lutheran Church in America or to contracting for pastoral services with an ordained minister of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
- d. This congregation agrees to consider associates in ministry, deaconesses, and diaconal ministers for call to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
- e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

\*C6.04. Affiliation with the Evangelical Lutheran Church in America may be terminated as follows:

- a. This congregation takes action to dissolve.
- b. This congregation ceases to exist.
- c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America.
- d. This congregation follows the procedures outlined in \*C6.05.

\*C6.05. A congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:

- a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds vote of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the congregation council. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
- b. The secretary of the congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod and the congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by

- the synod of the notice as specified in paragraph b. above.
- d. If the congregation, after such consultation, still seeks to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the meeting shall be mailed to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
  - e. A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraphs g., h., and i. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church.
  - f. Notice of termination shall be forwarded by the bishop to the secretary of this church, who shall report the termination to the Churchwide Assembly.
  - g. Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in \*C6.05. shall be required to receive synod council approval before terminating their membership in this church.
  - h. Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to receive synodical approval before terminating their membership in this church.
  - i. Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to satisfy all financial obligations to this church and receive synod council approval before terminating their membership in this church.
  - j. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's first meeting as specified in paragraph a. above, another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of \*C6.05. and may begin no sooner than six months after that second meeting.

\*C6.06. If this congregation considers relocation, it shall confer with the bishop of the synod in which it is territorially located and the appropriate ~~program~~ unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected.

\*C6.07. If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action.

## **Chapter 7. PROPERTY OWNERSHIP**

- \*C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Northwestern Ohio Synod of the Evangelical Lutheran Church in America.
- \*C7.02. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.
- \*C7.03. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in \*C6.05 has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Northwestern Ohio Synod.
- \*C7.04. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in \*C6.05, title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

C7.05. Notwithstanding the provisions of \*C7.02. and \*C.7.03. above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision 9.71.a. of the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America, this congregation accepts such restrictions and:

- a. Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.
- b. Shall—upon written demand by the Synod Council, pursuant to †S13.23. of the constitution of the Northwestern Ohio Synod—reconvey and transfer all right, title, and interest in the property to the synod.

## **Chapter 8. MEMBERSHIP**

- \*C8.01. Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.
- \*C8.02. Members shall be classified as follows:
- a. *Baptized* members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other

- Lutheran congregations or by affirmation of faith.
- b. *Confirmed* members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
  - c. *Voting* members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation.
  - d. *Associate* members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, or persons who wish to retain a relationship with this congregation while being members of other congregations. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation.

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

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

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

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action in accordance with provision 20.40 and the accompanying bylaws; 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.

## Chapter 9. THE PASTOR

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

\*C9.02. Only a member of the clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.

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

- a. Every ordained minister shall:
  - 1) preach the Word;
  - 2) administer the sacraments;
  - 3) conduct public worship;
  - 4) provide pastoral care; and
  - 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
- b. Each ordained minister with a congregational call shall, within the congregation:
  - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
  - 2) supervise all schools and organizations of this congregation;
  - 3) install regularly elected members of the Congregation 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 ELCA churchwide organization and of the Northwestern Synod of the ELCA.

\*C9.04. The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.

\*C9.05.

- a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which shall be terminated only by death or, following consultation with the synodical bishop for the following reasons:
  - 1) mutual agreement to terminate the call or the completion of a call for a specific term;

- 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
  - 3) inability to conduct the pastoral office effectively in that congregation in view of local conditions;
  - 4) physical or mental incapacity of the pastor;
  - 5) suspension of the pastor through discipline for more than three months;
  - 6) resignation or removal of the pastor from the roster of ordained ministers of this church;
  - 7) termination of the relationship between this church and the congregation;
  - 8) dissolution of the congregation or the termination of a parish arrangement; or
  - 9) suspension of the congregation through for more than six months.
- b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
- 1) the bishop in his or her sole discretion may, investigate such conditions personally together with a committee of two ordained ministers and one layperson,
- or
- 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the congregation council or by a petition signed by at least one-third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two ordained ministers and one layperson.
- c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant and the pastor shall be listed on the clergy roster as disabled. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of the congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to the congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by the congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need shall be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, the congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above the bishop's committee concludes that there may be grounds for disciplinary

action, the committee shall make recommendations concerning disciplinary action, in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

\*C9.06. At a time of pastoral vacancy, an interim pastor may be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.

\*C9.07. During the period of service, an interim pastor shall have the rights and duties in 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 Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.

\*C9.08. This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.

\*C9.09. When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

\*C9.11. With the approval of the bishop of the synod, the congregation may depart from C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such call may also be terminated before its expiration in accordance with the provisions of C9.05.a.

\*C9.12. The pastor of this congregation:

- a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
- b. shall submit a summary of such statistics annually to the synod; and,
- c. become a member of this congregation upon receipt and acceptance of the letter of call. The pastor shall be a member of the congregation that has extended the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.

\*C9.13. The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

\*C9.14. The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.

## **Chapter 10. CONGREGATION MEETING**

- C10.01. The semi-annual meeting of this congregation shall be held at times specified below:
- a. One congregational meeting shall be held in November or December to approve the budget for the coming year. Business requiring congregational approval must be presented in writing to the Church Council one week prior to the preceding Council meeting.
  - b. A second meeting shall be held in March or April to elect council members for the coming year and to receive reports on the previous year's ministries. Business requiring congregational approval must be presented in writing to the Church Council one week prior to the preceding Council meeting.
- C10.02. A special Congregation Meeting may be called by the Pastor, the Congregation Council, the president of this congregation, or at the written request of 5% of the voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.
- C10.03. Notice for meetings of this congregation shall be given at all services of worship beginning at least two weekends preceding the meeting. Notification (postal or electronic) shall be sent to all voting members at least 10 days in advance of the date of the meeting. Notification (postal or electronic) shall be sent to the last known address of the members.
- C10.04. Ten (10%) percent of voting members shall constitute a quorum.
- 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. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

## **Chapter 11. OFFICERS**

- C11.01. The officers of this congregation shall be a president, president-elect and secretary.
- a. Duties of the officers shall be specified in the bylaws.
  - b. The officers shall be voting members of the congregation, as defined in C8.02.c.
  - c. Officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council.
- C11.02. The congregation will elect the president-elect who will serve a one-year term in

that position. That individual will then assume the presidency the following year. This officer shall be elected by written ballot and shall serve for one year unless the office of president becomes vacant prior to that at which time, he/she would move into the office of president.

C11.03. The office of secretary will be elected by council for a one-year term.

C11.04. The Treasurer shall be appointed by the Congregation Council, need not be an elected member of Council and, for purposes of clarification, is not an officer of the congregation. The Treasurer can serve an indefinite term dependent upon annual review and approval by the Congregation Council.

C11.05. No officer shall hold more than one office at a time.

## **Chapter 12. CONGREGATION COUNCIL**

C12.01. The voting membership of the Congregation Council shall consist of ~~not more than~~ eight (8) members of the laity (including officers of the congregation) plus all full-time rostered and called leaders, with voice and vote. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member

- a. ceases to be a voting member of this congregation or
- b. is absent from four successive regular meetings of the Congregation Council without cause.

C12.02. The members of the Congregation Council shall be elected at a legally called meeting of the congregation during the month of March/April. Their term of office shall be for two years with the term of office beginning on July 1 and ending on June 30. All Congregation Council members shall be installed annually at a worship service prior to the date they assume office. Council members may not be elected to more than two full consecutive terms.

C12.03. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor to serve the balance of the term.

C12.04. The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:

- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
- b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
- c. To oversee and provide for the administration of this congregation thus enabling 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, appointment, or employment.
- e. To be examples individually and corporately of the style of life and ministry

- expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill and, if differences and conflicts arise, to endeavor to foster mutual understanding.
- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. To emphasize 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.

C12.05. The Congregation Council shall be responsible for the financial and property matters of this congregation.

- a. The Congregation 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 Ohio, except as otherwise provided herein.
- b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by the congregation in a meeting of the congregation.
- c. The Congregation Council may enter into contracts of up to \$10,000 for items not included in the budget. This cannot be circumvented by splitting a contract that exceeds the above amount.
- d. If funds are given to and accepted by the Congregation that are designated by the donor for a specific use, Council may enter into a contract that exceeds the amount specified in 12.05c without congregational approval. Congregational Council reserves the right to decline receipt of such funds.
- e. If funds, other than regular offerings, are received by the Congregation Council without the donor's specified use, Council may use the funds as it deems appropriate without congregational approval, although congregational approval may be sought.
- f. The Congregation Council shall prepare an annual budget for adoption by this congregation and shall supervise the expenditure of funds in accordance therewith following its adoption. Council may incur obligations more than 5% in excess of approved annual budget only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the synod and churchwide organization.
- g. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.
- h.. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.

C12.06. The Congregation Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.

C12.07. The Congregation Council shall provide for an annual review of the membership roster.

C12.08. The Congregation Council shall be responsible for the employment of the staff of this congregation. Nothing in this provision shall be deemed to affect the congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of this church. Administrative Pastor shall assume responsibility for supervision of all paid and unpaid staff.

C12.09. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.

C12.10. The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.

C12.11. A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the pastor or interim pastor.

C12.13. The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, and, to the extent permitted by state law, notice of all meetings may be provided electronically.

### **Chapter 13. CONGREGATION COMMITTEES**

C13.01. Welcome Team

The primary focus of the Welcome Team is to assure that the worship life, facilities, and outreach efforts of the congregation are authentically welcoming in nature and, therefore, demonstrate our love of God and love of neighbor.

Ministries that fall under Welcome include:

a. Worship and Music

Worship and Music may include but not be limited to, greeters, acolytes, assisting ministers, ushers, altar guild, worship planning, (worship services will be conducted in accordance with accepted practices of the Evangelical Lutheran Church in America) all forms of music that edify worship, other worship-related ministries. This team shall also be responsible for the care and maintenance of choir robes, acolytes robes, assisting minister robes, altar paraments, sacramental vessels (chalice, patens, wine trays, etc.), banners, hymnals, supplies, and other worship related items.

b. Evangelism

Evangelism Team may follow up with visitors to our congregation, support and encourage people who wish to become members of our congregation, assist the pastor in new member classes, and lead the way in efforts to reach the un-churched, indifferent, and/or inactive. This team will maintain attendance records and promote our church to the greater community.

c. Building and Property

Building and Property may include but not be limited to, building use and design, outdoor sign messages and maintenance, landscaping and lawn care, and other duties related to the physical plant and grounds. Building and Property shall see that adequate insurance coverage of the property is maintained and keep council informed of such policies. Repair items of

\$1,000 or less may be approved without consent of Council. Any item over \$1,000 must have Council approval. Competitive bids should be obtained prior to the commencement of such projects for discretionary spending whose total costs exceed \$1,000. Emergency repairs are exempt from the bid process. Large projects should not be divided into several, smaller related projects to circumvent the bid requirement.

d. Media Ministry

Media Ministry may include the recording and distribution or live broadcast of our service, and the advertising and/or promoting of our congregation, as well as deepening the worship and education life of our congregation. We shall also communicate to our shut-ins and others the availability of this ministry.

The Welcome Team leader shall report to the administrative pastor (unless they are one in the same).

The Welcome Team shall report to the Church Council monthly, the congregation annually and submit their budget recommendations to the Finance Team annually.

### C13.02. Grow Team

Everything that will help us grow as disciples and encourage us to make disciples of others as we are charged by Jesus Christ is part of the Grow Team mission. Ministries that fall under the Grow Team include:

a. Parish Education

Parish Education may include but not be limited to, Sunday school, small groups, Bible studies, Vacation Bible School, First Communion training, Catechism, and Bible presentations. Parish Education shall supervise and implement curriculum for Sunday school, Catechism, and other Church sponsored educational programs and insure that it meets with and reflects the theology and teachings of the Evangelical Lutheran Church in America and this congregation. They shall support and provide training and resources for our teachers of the faith, encouraging attendance at local, synodical, regional, or church-wide events.

b. Youth

Youth may include High School youth ministries and children's ministries. Youth shall supervise, plan and provide adult supervisors at all activities, provide and supervise transportation to and from activities, encourage youth participation in ministries of the church, conduct service projects, encourage participation in Lutheran Outdoor Ministries In Ohio, support Lutheran higher education opportunities, and encourage youth regarding church related vocations.

c. Stewardship

Stewardship may include instruction and assistance in our giving not just of money, but also of our time, talent, gifts and abilities as an act of discipleship to grow the work of Jesus through our congregation. Stewardship shall distribute contribution envelopes. They will also initiate and direct a stewardship program that is in harmony with the Commission for Financial Support of the Evangelical Lutheran Church in America, including time, talents, and gifts of the membership in the service of the

Lord Jesus Christ.

- d. Congregational Childcare Ministry  
Congregational Childcare Ministry may include, but is not limited to, nursery care for infants, toddlers, and young children during worship services and other organized church events.
- e. All paid staff positions under the Grow Team shall report to the Grow Team Leader. The Grow Team Leader shall report to the administrative pastor.

Grow Team Leader will report to Church Council monthly, the congregation annually and submit their budget recommendations to the Finance Board annually.

#### C13.03. Serve Team

The Serve Team is responsible for providing spiritual, physical, social, and emotional support to the congregation, the local community and the world at large.

Ministries that fall under Serve Team include:

- a. Congregational Life  
Congregational Life ministry shall be responsible for the physical, emotional, spiritual, and social needs of the congregation to the fullest extent feasible.
- b. Social Concerns  
Social Concerns ministry shall address the physical, emotional, spiritual, and social needs of the community and the world-at-large.

The Serve Team Leader shall report to the administrative pastor.

Serve Team shall report to the Church Council monthly, the congregation annually, and submit their budget recommendations to the Finance Board annually.

#### C13.04. Executive Board

The officers of this congregation and the pastor shall constitute the Executive Board.

Duties of the Executive Board:

- a. This Board shall prepare a ballot for council vacancies and submit it to the Council for presentation at a congregational meeting. The Board shall encourage members to run for this office taking into consideration the following.
  - i. Equal representation of men and women, and age groups.
  - ii. The consent of each nominee.
  - iii. Advance notice to the congregation of names of candidates and date/time of election.
  - iv. Additional nominations from the floor.
- b. This Board shall act as a staff support team, and shall be responsible for annual evaluation of the staff.
- c. This Board shall periodically accept other obligations as assigned by council.

#### C13.05. Finance Board

The Finance Board functions as a separate specialized group from the previous teams to serve the management ministries of accounting, investing, and budgeting under the express direction of Church Council. Financial operational authority remains under the control of Church Council. The Finance Board serves to gather information, generate reports, and provide recommendations to Church Council and the congregation regarding financial

matters of the church.

The following tasks/activities fall under the responsibility of the Finance Board:

- Assisting the Treasurer in development of reports, review of financial performance, and general processing of financial activities/processes
- Review and recommend direction for the investments of the congregation
- Development and presentation of the annual budget to Church Council for approval
- Review and report income and expenses on periodic basis to Church Council and congregation. This information will be provided to Church Council for their monthly meeting and included in the monthly newsletter for members. This information will also be provided in summary format for the annual congregational meeting.
- Review and communication of budget financial performance to Church Council and congregation. This includes identifying budget line items that exceed 5% of the expected month-to-date amount and an exception explanation provided to Church Council for their monthly meeting. Should an entire category exceed 5% of its annual budgeted amount, the congregation will be notified in the newsletter with explanation.
- Initiate periodic auditing (formal and informal) processes, including at a minimum an independent audit by a CPA every two years.

#### C13.06. Zion Lutheran Child Care Board

The Zion Lutheran Child Care Board shall work with the Childcare Director to assist her/him in the following:

- a. The Board shall consist of at least five or more members of the congregation plus Council representation appointed by Church Council. The Chairperson of the Board shall be elected by the Board.
- b. Should the position of Childcare Director be vacant, the Childcare Board shall serve as the search team for the position and will recommend employment of such to the Church Council for approval.
- c. The Director is empowered by his/her appointment to hire/terminate childcare staff and evaluate same, with appropriate actions reported to the Childcare Board at the next regularly scheduled meeting.
- d. The Board is responsible for annual evaluation of the Childcare Director. A brief report of the evaluation will be presented to Church Council, along with any related recommendations, if applicable.
- e. Approve the needs of the Childcare program and fees for services.
- f. Monitor the budgetary expenditures throughout the year and prepare the annual budget recommendation.
- g. Recommend long-range goals to the Church Council.
- h. Approve position descriptions of staff.
- i. Review staff evaluation forms and completed staff evaluations when assistance is requested.
- j. Assist the Director in resolving staff/parent disputes and concerns when assistance is requested.
- k. Approve staff compensation.
- l. Review and approve curriculum with the Pastor's guidance yearly and insure that Christian content in the curriculum is consistent with the theology and teachings of the Evangelical Lutheran Church in America and this congregation.
- m. Report Board activities and finances monthly to the Church Council and annually to the congregation at the Congregational Meeting.

The Zion Lutheran Child Care Board will report directly to the Church Council.

#### C13.07. Endowment Board

The Endowment Board of Trustees exists to administer Zion's Endowment Fund in accordance with the Endowment Fund Guidelines as found in Zion's Bylaws. The Endowment Board shall report to Church Council as often as the Endowment Board meets each year and shall prepare an annual report to the congregation. [added 4/10/11]

#### C13.08. Call Committee

When a pastoral vacancy occurs, a Call Committee of at least six, but no more than ten voting members shall be elected/appointed by this congregation. The congregation president shall serve in an ex-officio advisory role, and if no council member is elected/appointed by the congregation, a member of council shall also serve in the same capacity. Any lay or rostered staff persons elected/appointed shall serve with voice but no vote to avoid any conflict of interest. Term of office shall cease at installation of the newly called pastor.

C13.09. The pastor of this congregation shall be an *ex officio* member of all committees and boards of the congregation.

### **Chapter 14. ORGANIZATIONS WITHIN THE CONGREGATION**

C14.01. All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

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

### **Chapter 15 DISCIPLINE OF MEMBERS AND ADJUDICATION**

\*C15.01. Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of the congregation, or willful and repeated harassment or defamation of member(s) of the congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15-17, proceeding through these successive steps, as necessary: a) private counsel and admonition by the pastor, b) censure and admonition by the pastor in the presence of two or three witnesses, c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer

the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.

\*C15.02. The process for discipline of a member of 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 the counseling, censure, and admonitions pursuant to C15.01 do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two clergy). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.

\*C15.03. If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case, and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members plus the nonvoting chair comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.

\*C15.04. The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

\*C15.05. By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:

- a. suspension from the privileges of congregation membership for a designated period of time;
- b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
- c. termination of membership in the congregation; or
- d. termination of membership in the congregation and exclusion from the church property and from all congregation activities.

\*C15.06. The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.

\*C15.07. No member of the congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.

\*C15.10. Adjudication

\*C15.11. When there is disagreement 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 Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

## **Chapter 16 BYLAWS**

\*C16.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.

\*C16.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.

\*C16.03. Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members by mail of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.

\*C16.04. Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

## **Chapter 17 AMENDMENTS**

\*C17.01. Unless provision \*C17.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least 5% voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members ~~by mail~~ of the proposal together with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.

\*C17.02. An amendment to this constitution, proposed under \*C17.01., shall:

- a. be approved at a legally called Congregation Meeting according to this constitution;
- 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[2] and noted in the constitution.

\*C17.03. Any amendments to this constitution that result from the processes provided in C17.01 and C17.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify the congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.

\*C17.04. This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a simple majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to the congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of 5% voting members of the congregation, the Congregation Council shall submit such notice and call such a meeting. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

## **Chapter 18 CONTINUING RESOLUTIONS**

\*C18.01. The congregation in a legally called meeting or the Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.

\*C18.02. Continuing resolutions shall be enacted or amended by a majority vote of a meeting of the congregation or a two-thirds vote of all voting members of the Congregation Council.

## **Chapter 19 INDEMNIFICATION**

\*C19.01. Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Congregation Council member, officer, employee, agent, or other member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

# Congregational BY-LAWS

## BL 8.05(e). 01 Member Inactivity

Member inactivity is defined as failure both to commune and to have made a contribution of record to this congregation during the current or preceding calendar years.

Those who have been removed from membership role due to inactivity may be reinstated through a process of public Affirmation of Baptism or, in special circumstances, documented acceptance of the Affirmation of Baptism service components, in addition to active participation in the life of the congregation.

## BL 11.01.01 Duties of the Officers

- Council President shall set the agenda and preside at Council meetings, as well as the semi-annual congregational meetings and any special meetings of the congregation.
- Council President-elect shall preside at Council and/or congregational meetings in the event the President is unable to attend. In addition, he/she shall have primary authorization of expenditure vouchers other than his/her own.
- Council Secretary shall record and maintain the minutes of all Council meetings and Congregational meetings. He/She shall also have secondary authorization of expenditure vouchers other than his/her own.
- The Executive Committee is composed of the Council President, President-elect, and Secretary and the Pastor. This committee meets as necessary to deal with extraordinary and sometimes sensitive issues within the staff or the congregation.

## BL 13.07.01 Endowment Fund Guidelines

### FUND PURPOSES

The Zion Evangelical Lutheran Church Endowment Fund (hereafter, the 'Fund') is established to:

1. Advance the church's mission and ministries (both Zion's and the wider Church) in accordance with Zion's *Mission, Vision, Values, and Bedrock Beliefs*;
2. Expand the mechanisms by which members and supporters can make legacy gifts to Zion Evangelical Lutheran Church to create a stable and growing source of non-budgetary revenue;
3. Meet extraordinary expense in exceptional circumstances.\_

The Fund will not replace any part of the regular Zion Evangelical Lutheran Church budget, other than to help phase in and/or share new ministries that are above and beyond the regular proposed expenses for the year(s) in question. The members of Zion Evangelical Lutheran Church will continue to practice stewardship through offerings to help build and support the work of this worshipping community. Only in the event of either an exceptional mission opportunity or a financial crisis of Zion Evangelical Lutheran Church, as defined by a unanimous vote of the Church Council and confirmed by a vote of not less than two-thirds (2/3) of the members attending a duly called Congregational meeting, may the Fund be used for the regular proposed expenses of the Church.

### FUND BOARD OF TRUSTEES

#### BOARD RESPONSIBILITIES

The Fund's Board of Trustees (hereafter, the 'Board') is charged with the responsibility and authority to administer and manage the assets of the Fund, to encourage future donations to

the Fund, and distribute allocations as appropriate. The Board is authorized to take, have, hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other aspects to handle, manage and control the Fund, or any part thereof, as they in their judgment and discretion shall seem wise and prudent.

The Board shall be held harmless, both as a committee of the church, and as individual members of the committee, with regard to any losses which may be incurred by the investment of the assets of the Fund, except to the extent such losses shall have been caused by bad faith or gross negligence. The Board shall receive no compensation or reimbursement for any services.

No members of the Board shall engage in self-dealing or transactions with the Fund in which the member of the Board has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the Fund.

The Endowment Board shall submit a report to Church Council after each meeting.

#### BOARD MEMBERSHIP

The Board shall consist of five to seven (5-7) elected members of the congregation, plus Ex-Officio members as noted below. Voting members shall be:

- \* 18 years of age or older;
- \* Members of the Zion Evangelical Lutheran Church for one (1) year or more by the beginning of their first term;
- \* Demonstrate a commitment to the mission, vision and values of the congregation.

Ex Officio members with voting privileges include all rostered Pastors called by Zion Evangelical Lutheran Church and the Church Council President.

#### BOARD TERMS

Board members shall be elected at a congregational meeting to serve staggered three (3) year terms to provide continuity. Board members may serve two consecutive terms (six years). After a lapse of one (1) year, former board members may be re-elected. Church Council may remove a member of the Board for malfeasance, negligence or a lack of demonstrated commitment to the mission, vision and values of the church. In the event of a vacancy on the Board before the expiration of the member's term, Council shall appoint a successor to serve until the next scheduled election occurs. Congregational elections to fill vacant Board positions may be for less than a three (3) year term in order to maintain staggered terms.

#### BOARD MEETINGS

The Board shall meet quarterly or as deemed appropriate by the Chairperson and members of the Board.

#### BOARD OFFICERS

The Board shall annually elect a Chairperson and a Secretary from its voting members. The Secretary shall keep accurate minutes of all meetings and provide copies to each board member in a timely manner. Copies of the minutes will also be made available to the Church Council in a timely manner, or as requested. At the annual meeting of the congregation, the Board will make a full account of the administration of the Fund to the congregation.

#### BOARD QUORUM

A quorum shall consist of five (5) members, three (3) of which must be elected and one (1)

must be ex officio, at a scheduled or specially called meeting. The affirmative vote of the majority present and voting shall carry any motion or resolution.

### BOARD ADVISORY PRIVILEGES

The Board may request others (within or beyond the congregation) to serve in an advisory capacity, and at the expense of the Fund, may provide for professional counseling on investments or legal issues as seems in the best interest of the Fund. The Board shall authorize representatives to maintain accounts and execute all contracts and documents transferring or expending any monies or assets in the Fund with such financial institutions as it may by resolution authorize and determine.

### RECORDS REVIEW

The records of the Endowment Fund shall be reviewed (audit or specific engagement) by a Certified Public Accountant, chosen by the Church Council who is not a member of the Board, bi-annually in conjunction with the review of the church finances.

### GIFTS TO THE FUND

Gifts to the Fund may come from individuals, memorials, bequests, or estates in the form of cash, securities, real estate, or other tangible property. Unusual gifts of property or other tangible assets will be approved by the Board before being accepted into the Fund. All gifts will be pooled and forwarded to the appropriate financial institution(s) on an annual basis, or more frequently, at the discretion of the Board. All gifts to the Fund shall be considered undesignated, unrestricted, and irrevocable. All assets received for the Fund are to be held in the name of Zion Evangelical Lutheran Church.

### FUND INVESTMENT

Note: Complete investment objectives for the fund are contained in the Zion Evangelical Lutheran Church Investment Policy and are to be reviewed annually by the Board, with the fund manager's performance to be reviewed at least annually. Assets of the Fund may be commingled with other assets of the Church for investment purposes, as long as the separate identity of the Fund's assets is maintained for accounting purposes. Investments shall be limited to securities that are:

- \* A direct obligation of the United States government;
- \* Insured by an agency of the United States government;
- \* Common stocks;
- \* Bonds rated as investment grade by standard rating authorities at the time of acquisition;
- \* Money market accounts;
- \* Mutual Funds.

### FUND DISTRIBUTIONS

#### Amount of Allocation

The Board will annually allocate no more than five percent (5%) of the three year rolling average of the market value of the liquid assets of the Fund at the end of each calendar year preceding the year that distributions are made.

#### Synod Support

Ten percent (10%) of the total distributions will be forwarded to the Northwestern Ohio Synod of the Evangelical Lutheran Church of America or its successor by the end of each calendar year in which the distributions are made.

POLICY REVIEW

The Endowment Fund policy will be reviewed at least annually by the Board.

DATE POLICY APPROVED AND REVISED

Policy originally accepted July 9, 2008

Revision approved December 5, 2010, Congregation meeting

Revision approved November 10, 2013, Congregation meeting

Constitution & By-Laws Ratified December 15, 2013, Congregation meeting