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Constitution, Bylaws, and Continuing Resolutions for Magnolia Evangelical Lutheran Church

*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, INCORPORATION, REQUIRED PROVISIONS, and FORMAT

- **C1.01.** The name of this congregation shall be Magnolia Evangelical Lutheran Church.
- **C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Magnolia Evangelical Lutheran Church is hereinafter designated as "this congregation."
- **C1.11.** This congregation shall be incorporated under the laws of the State of Washington.
- C1.21. Sections of this constitution and bylaws marked by an asterisk [*] are required when a congregation amends its governing documents. These sections reflect mandatory elements of the *Model Constitution for Congregations of the Evangelical Lutheran Church in Americana* as adopted by the Constituting Convention of this church in Columbus, Ohio, on April 30, 1987 and as amended by Churchwide Assemblies of 1989, 1991.1993,1995,1997,1999,2001,2003,2005,2007,and 2009. Asterisk sections must be used without alteration or amendment of the text in any manner (neither additions nor deletions).
- C1.31. This document is formatted with a numerical codification that indicates (a) general subject, (b) constitutional provisions, (c) bylaws, and (d) continuing resolutions, Major sections are designated as chapters, which become the first number of the codification sequence and are followed by a period. Thus, provisions in "Chapter 8, Membership" are preceded by "8."
 - a. Constitutional provisions are codified with the letter "C" and two sets of numbers: the chapter number and a two-digit number preceding the second period in the codification. Thus, one constitutional provision related to "Membership" is codified *C8.02.
 - b. Bylaw provisions are codified with the letter "C" and three sets of numbers: the chapter number, the related constitutional provision number, and a two-digit number. Thus, one bylaw provision related to "Membership" would be codified C8.02.01.Bylaws may not conflict with this constitution, the constitution and bylaws of the Evangelical Lutheran Church in America, and the constitution of the synod, as indicated in *C6.03.e.
 - c. The Congregation Council may adopt "continuing resolutions," which may provide descriptions of operational patterns or of the ongoing responsibilities of committees or other units within the organizational structure of the congregations. Continuing resolutions are codified with three sets of numbers (like bylaws) except that the third set of numbers is preceded by a capital letter. Thus, a continuing resolution might be numbered C13. to designate the chapter; C13.07. to designate the subject matter within the chapter; and the third set might be numbered A07. in the codification C13.07.A07 to indicate the "A" that it is the first continuing resolution regarding that subject and to indicate the "07" that it was adopted in 2007.

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 Smallcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- *C2.07. This congregation confesses the Gospel, recorded in the Holy Scripture and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Chapter 3. NATURE OF THE CHURCH

- *C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- *C3.02. This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.
- *C3.03. The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.

*C3.04.	This church, inspired and led by the Holy Spirit, participates in The Lutheran World Federation		
as a global communion of churches, engaging in faithful witness to the gospel			
and in service for the sake of God's mission in the world.			

*C3.05. The name Evangelical Lutheran Church in America (ELCA or "this church") as used herein refers in general references to this whole church, including its three expressions: congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

Chapter 4. STATEMENT OF PURPOSE

- *C4.01. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- *C4.02. To participate in God's mission, this congregation as a part of the Church shall:
 - a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
 - b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
 - c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
 - d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, standing with the poor and powerless, and committing itself to their needs.
 - e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
 - f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.
- *C4.03. To fulfill these purposes, this congregation shall:
 - a. Provide services of worship at which the Word of God is preached and the sacraments are administered.
 - b. Provide pastoral care and assist all members to participate in this ministry.
 - c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
 - d. Teach the Word of God.
 - e. Witness to the reconciling Word of God in Christ, reaching out to all people.

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- 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.
- *C4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. [Such descriptions shall be contained in continuing resolutions in the section on the Congregation Committees.]
- C4.04.01 This congregation shall be organized to work through the Congregation Council, Committees, Task Forces, and other organizational groups.
- C4.04.02. At a regular meeting in each congregational year, the Congregation Council, on recommendation of the president and/or pastor, shall appoint as many standing committees as the local and wider concerns of the congregation shall require. Each such committee shall be composed of at least one member of the council and, in addition, other confirmed members of the congregation in good standing. Although appointed by and responsible to the Congregation Council, these committees shall be recognized as representative of the interests of, and performing essential services for, the congregation as a whole. The pastor(s) shall have voice and vote in all committees. Except as stipulated in these documents, the duties of all committees shall be assigned by the Congregation Council, along with such instructions as in its judgment are in the best interest of the congregation.
- *C4.05. This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.
- C4.05.01 Mission Statement: Magnolia Lutheran Church is a Christ centered community united in worshipping, teaching, and sharing God's gifts. We care for each other that, strengthened, we may care for all others.
- *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, coventures, 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 a minister of Word and Service;
 - d. terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America;
 - e. adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
 - f. approve the annual budget;

- g. acquire real and personal property by gift, devise, purchase, or other lawful means;
- h. hold title to and use its property for any and all activities consistent with its purpose;
- i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- j. elect its [officers][,] [and] Congregation Council, [boards, and committees,] and require [them] [the members of the council] to carry out their duties in accordance with the constitution[,] [and] bylaws[,] [and continuing resolutions]; and
- k. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- *C5.04. This congregation shall 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 Northwest Washington Synod of the Evangelical Lutheran Church in America.

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 Northwest Washington Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- *C6.02. This congregation accepts the Confession of Faith and agrees to the purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- *C6.03. This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
 - a. This congregation agrees to be responsible for its life as a Christian community.
 - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
 - c. This congregation agrees to call pastoral leadership from the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastoral services with a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
 - d. This congregation agrees to consider ministers of Word and Service for call to other staff positions in 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. This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:

- a. A resolution indicating the intent to terminate its relationship must be adopted at 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 paragraph g. 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 the ELCA, who shall report the termination to the Churchwide Assembly.
- g. This congregation shall abide by these covenants by and among the three expressions of this church:
 - 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in *C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
 - 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to receive synodical approval before terminating their membership in this church.
 - 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to satisfy

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all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.

- h. If this congregation fails to achieve the required two-thirds vote of voting members present at 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 this 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 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 Northwest Washington 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.
- If two-thirds of the voting members of this congregation present at a legally called and *C7.03. 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 Northwest Washington Synod.
- *C7.04. If two-thirds 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.

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

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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 as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
- 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. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
- e. *Seasonal* members are voting members of other ELCA congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
 - 1) they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;
 - 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
 - 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with the ELCA;
 - 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
 - 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
 - 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.
- *C8.03. All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council.
- *C8.04. It shall be the privilege and duty of members of this congregation to:
 - a. make regular use of the means of grace, both Word and sacraments;
 - b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and
 - c. support the work of this congregation, the synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.
- *C8.05. Membership in this congregation shall be terminated by any of the following:
 - a. death;
 - b. resignation;
 - c. transfer or release;

C8.05.01

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- disciplinary action in accordance with ELCA constitutional provision 20.41. and the accompanying bylaws; or
- removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.

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

Inactivity for purposes of removal from the membership roll of this congregation shall be defined as having neither communed nor made a contribution of record during either the present calendar year or the preceding calendar year. The decision to remove said members shall be made after a reasonable attempt by the Congregation Council has been made to contact and counsel said members.

Chapter 9. ROSTERED MINISTER

- *C9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by [this congregation][the Congregation Council] to recommend the call, shall seek the advice and help of the bishop of the synod.
- *C9.02. Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for 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,
 - Every minister of Word and Sacrament shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - 6) impart knowledge of this church and its wider ministry through distribution of its communications and publications;
 - witness to the Kingdom of God in the community, in the nation, and abroad; and
 - 8) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
 - Each pastor with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) relate to all schools and organizations of this congregation;
 - 3) install regularly elected members of the Congregation Council;
 - 4) with the council, administer discipline; and
 - endeavor to increase the support given by the congregation to the work of the ELCA churchwide organization and of the Northwest Synod of the ELCA.
- The specific duties of the pastor, compensation, and other matters pertaining to the service of *C9.04. the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.
- **C9.04.01** The pastor(s) shall provide a pastoral report to the congregation at least once annually.

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- *C9.05. The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:
 - a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by 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;
 - inability to conduct the pastoral office effectively in the congregation in view of local conditions:
 - 4) physical disability or mental incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - 7) termination of the relationship between this church and the congregation;
 - 8) dissolution of the congregation or the termination of a parish arrangement; or
 - 9) suspension of the congregation through discipline for more than six months.
 - b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament 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 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 vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- *C9.06. At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.

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

*C9.09.

*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.

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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 a call may also be terminated before its expiration in accordance with the provisions of *C9.05.a.

*C9.12. The pastor of this congregation:

congregations.

- shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
- shall submit a summary of such statistics annually to the synod; and b.
- 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

*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.

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*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.

C9.15. Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between the congregation and the pastor in a form proposed by the synodical bishop and approved by the congregation.

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C9.20 Ecumenical pastoral ministry.

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*C9.21. Authority to call a minister of Word and Service shall be in this congregation by at least a twothirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by [this congregation][the Congregation Council] to recommend the call, shall seek the advice and help of the bishop of the synod.

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- *C9.22. Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synodical bishop may be called as a deacon of this congregation.
- *C9.23. Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
 - a. Be rooted in the Word of God, for proclamation and service;
 - Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
 - c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
 - d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
 - e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
 - f. Practice stewardship that respects God's gift of time, talents, and resources;
 - g. Be grounded in a gathered community for ongoing diaconal formation;
 - h. Share knowledge of the ELCA and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
 - i. Identify and encourage qualified persons to prepare for ministry of the gospel.
- *C9.24. The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.
- *C9.25. The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:
 - a. The call of a congregation, when accepted by a deacon, 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 deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the deacon;
 - 5) suspension of the deacon through discipline for more than three months;
 - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
 - b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the

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

Chapter 10. CONGREGATION MEETING

C10.01. The semi-annual meetings of this congregation shall be held at a time specified in the bylaws.

1 2 3 4 5 6 7 8 9 10 11 12 13	C10.01.01	There shall be two regular meetings annually. The times and places for the meetings shall be determined by the Congregation Council. a. The first meeting shall be on or before the last Sunday in January. The agenda shall include: receipt of the treasurer's report for the preceding calendar year; receipt of the audit committee's report; adoption of the budget for the current calendar year; adoption of a schedule of expenditures of gift and memorial funds for the current calendar year election of representatives to affiliate organizations and to the Synod Assembly; election of members of the Nominating Committee in accordance with C13.02; approval of new members to the Mutual Ministry Committee nominated jointly by the president and the pastor) and other congregational business. b. The second meeting shall be on or before the last Sunday in June. The agenda shall include: receipt of committee reports; receipt of pastor's report; election of members to			
14 15		the Congregation Council; and other congregational business.			
16 17	C10.01.02	The fiscal year of the congregation shall be the calendar year.			
18 19 20 21 22 23	C10.02.	A special Congregation Meeting may be called by the pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of the congregation upon the written request of 12 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.			
24 25 26 27 28 29 30 31	C10.03.	Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail to all voting members at least 10 days in advance of the date of the meeting. The posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members shall be sufficient. Notice and scheduling of special meetings called in accordance with C10.02 will not be unnecessarily delayed; such notice shall include the specific purpose for which the meeting is called. Electronic notice of meetings may be provided in addition to notice by regular mail.			
32 33 34 35 36	C10.03.01	The text of the agenda, budget, nominations and any other propositions planned for consideration at a congregation meeting shall be published and available at least one week before the meeting. Failure to publish these propositions shall not invalidate proper notice of a meeting, unless otherwise required in this constitution.			
37 38 39 40	C10.03.02	The Congregation Council, meeting in regular session, is authorized to approve and adopt the minutes of all congregation meetings and to direct that said minutes be made part of the records of the congregation.			
41 42	C10.04.	Forty-five (45) voting members shall constitute a quorum.			
43 44	C10.05.	Voting by proxy or by absentee ballot shall not be permitted.			
45 46 47	C10.06.	All actions approved by the congregation shall be by majority vote of those voting member present and voting, except as otherwise provided in this constitution or by state law.			
48 49 50 51	C10.07.	Robert's Rules of Order, Newly Revised latest edition, shall govern parliamentary procedure o all meetings of this congregation.			
52 53		Chapter 11. OFFICERS			
54 55 56	C11.01.	The officers of this congregation shall be a president, vice president, secretary, and treasur and (financial secretary, if activated).			

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1 a. The officers shall be voting members of the congregation. 23456789 b. Duties of the officers shall be specified in the bylaws. c. The officers of this congregation shall serve similar offices of the Congregation Council. d. The president, vice president, and secretary shall be selected from the elected membership of the Congregation Council. The treasurer and financial secretary (if appointed) do not have to be selected from the elected membership of the Congregation Council C11.01.01 The president shall preside at meetings of the congregation and the congregation council. A person shall have served as a member of the Congregation Council for at 10 least one year immediately prior to being eligible for election as president of this 11 congregation. 12 13 C11.01.02 The vice president shall act for the president in his or her absence and shall perform 14 such other duties as the Congregation Council delegates. 15 16 C11.01.03 The secretary shall keep accurate minutes of all meetings of the congregation and of 17 the Congregation Council, shall make provision for the permanent preservation and 18 safekeeping in the archives of those minutes, and shall perform such other duties as 19 the Congregation Council delegates. 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 C11.01.04. The treasurer(s) shall keep the books of account of the congregation; and shall receive from the financial secretary all funds and disburse them on proper orders, making monthly remittance of benevolence receipts to the synod; shall provide books of account to the audit committee when requested; shall provide written financial statements to the Congregation Council each month; shall provide written financial statements for the fiscal year end to the congregation at its annual meeting and shall perform such other duties as the Congregation Council delegates. C11.01.05 The treasurer(s) shall, and the financial secretary, when requested, shall make written report of financial transactions to the Congregation Council monthly and to the congregation, together with a satisfactory audit, at its annual meetings. All financial officers shall give corporate surety, in amounts determined by the congregation council, for which the premium shall be paid by the congregation. 35 36 37 C11.01.06 The financial secretary, if such an office is activated, shall receive and keep record of all income from contributing members and other sources; shall make written report of all financial transactions to the Congregation Council monthly; shall provide 38 39 information to the audit committee as requested and approved by the Congregation Council; and shall perform such other duties as the Congregation Council delegates. 40 If the office of financial secretary is not activated, such duties are to be undertaken 41 42 by the treasurer. 43 C11.01.07 All financial officers and other persons determined by the Congregation Council 44 45 shall maintain corporate surety in amounts determined by the Congregation Council, for which the premium shall be paid by the congregation. . 46 47 48 C11.01.08 Additional responsibilities of the officers of this congregation shall be specified in continuing resolutions. 49 50 51 52 53 54 C11.02. The Congregation Council shall elect a president, vice-president and secretary, and they shall be the elected officers of the congregation. These officers shall be elected by written ballot at the first meeting of the Congregation Council following the annual election of its new members; and shall serve for one (1) year or until their successors are elected. Their terms shall begin at the close of the annual meeting at which they are elected. 55

The Congregation Council shall appoint the congregational treasurer, and if deemed appropriate,

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C11.03.

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Constitution, Bylaws, and Continuing Resolutions for Magnolia Evangelical Lutheran Church – Effective June 3rd, 2018 a financial secretary at the Council Meeting at which it elects its officers, and they shall be the appointed officers of the congregation. These officers shall serve at the discretion of the

a financial secretary at the Council Meeting at which it elects its officers, and they shall be the appointed officers of the congregation. These officers shall serve at the discretion of the Congregation Council. If these officers are not selected from the elected membership of the Congregation Council, they shall have the privilege of voice but not vote at the meetings of the Congregation Council. Their terms shall begin at the close of the meeting at which they are appointed and shall extend for one (1) year or until their successors are appointed.

C11.04. 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. Elected or appointed officers may be removed from office by a two-thirds vote of the Congregation Council if considered necessary in the best interests of the congregation. An officer removed from office who was selected from the elected membership of the Congregation Council shall remain a member of the Congregation Council.

Chapter 12. CONGREGATION COUNCIL

- C12.01. The voting membership of the Congregation Council shall consist of the nine (9) members elected by the congregation. The pastor and the appointed officers not selected from the elected membership of the Congregation Council shall have voice but not vote at meetings of the Congregation Council. 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 b) is absent from four successive regular meetings of the Congregation Council without cause, or c) is removed, with or without cause, by two-thirds of the votes cast by members having voting rights at a congregation meeting at which a quorum is present.
- C12.02. The members of the Congregation Council except the pastor(s) shall be elected at a congregation meeting by written ballot from among those nominated by the Nominating Committee and from the floor to serve for three (3) 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. Their tenure shall be so arranged that one-third of the terms expire annually.
- C12.02.01 Spouses shall not be eligible to serve simultaneously as members of the Congregation Council. Persons elected by the Congregation Council to serve as officers, who are not selected from the elected membership of the Congregation Council (e.g. treasurer and financial secretary), may be exceptions.
- C12.02.02 All elected members of the Congregation Council and appointed officers shall be installed by the pastor according to the prescribed order of the church at the next public service following their election or as soon thereafter as convenient.
- C12.03. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor, who shall serve until the next annual election of new members to the Congregational Council.
- 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,

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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 or employment.
- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. To emphasize 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 the Gospel.
- C12.05. The Congregation Council shall be the board of directors of this congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Washington, except as otherwise provided herein.
 - a. The calendar year shall be the fiscal year for this congregation.
 - b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.
 - c. The Congregation Council may not enter into contracts for items not included in the budget whose total aggregate cost exceeds the spending limits specified in the bylaws without approval by a Congregation Meeting.
 - d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may exceed the spending limits specified in the bylaws 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 church wide organization.
 - e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.
 - f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
- C12.05.01 The Congregation Council may enter into contracts totaling in the aggregate no more than \$10,000 per budget year for items not included in the operating budget.
- C12.05.02 The Congregation Council may enter into contracts totaling in the aggregate no more than \$10,000 per budget year for expenditures of gift or memorial funds that were not approved at a Congregation Meeting.
- C12.05.03 The Congregation Council shall prepare an annual schedule of expenditures of gift or memorial funds 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 in excess of the scheduled amounts only after approval by a Congregation Meeting.
- C12.05.04 The annual budget shall contain a provision for an operating reserve of \$15,000 to permit prompt payment of all budgeted expenditures. The operating reserve shall be funded from gift and memorial funds or other savings for the purpose of meeting budget shortfalls

when actual receipts are less than actual expenditures. In the event actual expenditures for the year are expected to exceed actual receipts for the year by more than the operating reserve amount of \$15,000, a revised budget shall be prepared and submitted for approval by the congregation.

- **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 and supervision of 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.
- **C12.09.** The Congregation Council shall submit a comprehensive report to this congregation at the second annual meeting of each year.
- C12.11. The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present. Members of the Congregation Council or any committee designated by the Council may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.
- All meetings of the Congregation Council will be open to members of the congregation unless necessary to go into closed executive session for special circumstances, such as sensitive personnel or legal matters. Ten minutes of each regular meeting of the Congregation Council will be provided for comments by members of the congregation. The comment period may be extended if authorized by the Congregation Council. Actions taken by the Congregation Council in closed or executive session shall be reported in the next regular meeting of the Congregation Council. These reports of actions taken will include the date of the meeting and the members present. The actual minutes of meetings in executive session, which include what was said in debate, must be read and acted upon only in executive session.
- **C12.12.** The following establishes rules for quorum, presence of the pastor, and voting for the Congregation Council:
 - a. A quorum for the transaction of business shall consist of a majority of the voting members of the Congregation Council. The act of the majority of the members of the Congregation Council present at a meeting at which a quorum is present shall be the act of the Congregation Council, unless the act of a greater number is required by other provisions of this constitution or bylaws.
 - **b.** The pastor or interim pastor should normally be present at any meeting of the Congregation Council. When the pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, those agenda items should be the only business considered at that meeting. The Congregation Council may, however, consider other agenda items in the absence of the pastor or interim pastor with a two-thirds vote of the members of the Congregation Council present.
 - c. Voting by members of the Congregation Council is restricted to the members actually present at the time a vote is taken in a legal meeting. If authorized by the Congregation Council, voting on an issue previously discussed and debated at a meeting may also be conducted by mail or by electronic transmission. Only those members present during that meeting may vote on this matter. Proxy voting is not permitted.

C12.13 Robert's Rules of Order, Newly Revised latest edition, shall govern parliamentary procedure of all meetings of the Congregation Council.

Chapter 13. CONGREGATION COMMITTEES

- C13.01. The officers of this congregation and the pastor shall constitute the Executive Committee.
- C13.01.01 The Executive Committee shall be responsible for conducting annual evaluations of the pastor(s) and other such duties as assigned by the Congregation Council.
- C13.02. A Nominating Committee of six voting members of this congregation, two of whom, if possible, shall be outgoing members of the Congregation Council, shall be elected at the annual meeting for a term of three years. Members of the Nominating Committee are not eligible for consecutive reelection. Specific duties and responsibilities shall be defined in the bylaws.
- C13.02.01. Selection. The Nominating Committee shall consist of six members as called for in Section 13.02 of the Church Constitution. Two members shall be elected annually for a term of three years. If possible, one outgoing member of the Congregation Council shall be elected annually to the Nominating Committee. If vacancies exist in the Committee's membership, additional members shall be selected each year, with terms arranged so that two members of the Committee shall complete their terms each year. Committee members may not be reelected to successive terms.
- C13.02.02 Organization. New members of the Nominating Committee shall be elected at a Congregation meeting early in each calendar year. The members shall select a Chair who shall preside over committed deliberations and present Committee reports.
- C13.02.03 Purpose and Process. The Committee shall nominate individuals for all vacancies on the Congregation Council, including regular vacancies at the end of the three-year terms and vacancies that arise due to vacancies on the Council. The Committee shall also nominate individuals for other offices as requested by the Council, such as voting members of the Synod assembly. The Committee may nominate one or more individuals for each vacancy. For all nominations, the Committee shall strive to identify individuals who are active in the Congregation and who represent a broad cross-section of the membership. No individual shall be nominated without his or her consent. No member of the Nominating Committee may be nominated for the Congregation Council, but Committee members may be nominated for other positions.
- Report. The Nominating Committee shall present its list of nominees to the Congregation Council at the Council's meeting in the month prior to the election date. The Council may not change nominations. The Chair of the Nominating Committee or his/her designee shall present the nominations at the annual meeting of the Congregation.
- C13.03. An Audit Committee of three voting members shall be elected by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with one member elected each year. Members shall be eligible for reelection. Specific duties and responsibilities shall be defined in the bylaws.

RESPONSIBILITY. The Audit Committee shall audit the records of the Congregation

Evangelical Lutheran Church in America, and seek to introduce the church's periodicals

23456789 Treasurer and of all parish organizations handling funds for the 12-month period ending December 31 for that fiscal year. A report of these audits shall be made to the Congregation at the January annual meeting. C13.03.02. PROCEDURES. The Audit Committee shall perform the audit procedures listed below together with such other tests and procedures as the Committee deems necessary. In performing the audit tests and procedures, the committee may use sampling techniques. As a minimum, the Committee shall: 10 1. Verify balances of all assets (e.g. cash) listed on the financial statements. 11 2, Verify balances of all liabilities. 12 3, Verify that the Treasurer's records of receipts are completely and accurately 13 summarized in the financial statements, both in total and by individual fund or according 14 to any restrictions. 15 4. Verify that all checks or other withdrawals from accounts are completely and 16 'accurately recorded in the financial statements, including the account to which the 17 expenditure is charged. 18 5. Verify that all expenditures are appropriately authorized. 19 6. Verify math in all financial statements. 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 C13.04. A Mutual Ministry Committee (in the absence of a Mutual Ministry Committee, their duties shall be fulfilled by the executive committee) shall be appointed jointly by the president and the pastor, with the consent of the council and the congregation. Term of office shall be two years, with three members to be appointed each successive year. Committee members will hold no other office in the congregation during their term. Specific duties and responsibilities shall be defined in bylaw C13.07.11. C13.05. Call Committee. When a pastoral vacancy occurs, a Call Committee of not more than nine (9) voting members shall be elected by this congregation. Term of office will terminate upon installation of the newly called pastor. Procedures for Call Committee. The Call Committee shall work with the Northwest C.13.05.01 Washington Synod and be guided by synod guidelines in the call process. C13.06. The Congregation Council may appoint other committees, in addition to those authorized elsewhere in this constitution and in the bylaws, as the need arises. 38 39 C13.07. Duties of committees of this congregation shall be specified in the bylaws and/or continuing resolutions. 40 41 42 C13.07.01 There shall be a committee on Worship and Music. It shall assist the Congregation Council in seeing that the services of God's house are conducted regularly and in 43 accordance with the liturgy of the Evangelical Lutheran Church in America, that 44 45 competent ushers are recruited and trained, and that hymnals and other devotional materials are provided and properly cared for. This committee shall supervise, and strive 46 to advance the welfare and effective service of, the choirs of the congregation. It shall 47 arrange for the care of paraments, vestments and musical instruments and, in consultation 48 with the pastor, organist and the choir directors, it shall furnish music supplies 49 appropriate for use in the worship of a congregation of the Evangelical Lutheran Church 50 51 52 53 54 in America. C13.07.02 There shall be a committee on Christian Education. This committee shall oversee the conduct and promotion of the Sunday school program, the confirmation program, and the activities of all other educational organizations within the congregation. It shall 55 encourage the use of teaching and worship materials published or approved by the

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C13.03.01.

1 2 3 4 5 6 7 8		and books of family devotion into the homes of the congregation. One of the primary aims of the committee on learning shall be to provide an opportunity for persons of all ages to learn more about the Good News whether or not they are members of the congregation. Another shall be to bring the call to the ministry of the Gospel and to other full-time church vocations to the attention of qualified persons of the congregation.	
9 10 11 12	C13.07.03	There shall be a committee on Evangelism. This committee shall stimulate and lead all members of the congregation in continuous and, from time to time, concerted endeavors to reawaken the spiritually indifferent and to reach others, who are as yet unwon, with the Gospel and attach them to Christ's Church. To this end, the committee shall devote itself to deepening spiritual life and shall periodically study the congregation in the context of its surrounding community.	
13 14 15 16 17 18 19 20 21 22	C13.07.04	There shall be a committee on Social Ministry. The purpose of this committee shall be to extend Christian compassion and helpfulness to the ill, the aged, the orphaned, the underprivileged, and the imprisoned and, in general, to persons of all ages in need of aid in body and soul. It shall strive to enlist in these efforts as many possible of the individual members and organizations of the congregation. This committee shall further have the duty to study social conditions, primarily in the local community, in order to bring the cleansing and healing light of Christian truth to bear upon critical problems through thoughtful Christian discussion of facts and issues.	
22 23 24 25 26 27 28 29	C13.07.05	There shall be a committee on Stewardship, of which the treasurer(s) shall be members ex officio. It shall be the function of this committee to evoke and promote the expression of Christian faith in daily living; to teach the Christian use of money; to diffuse knowledge of the congregation's local, national, and worldwide ministries; and to lead all its members to understand Christian giving of time, talents, and money as a way of giving thanks to God for our many blessings.	
30 31 32 33 34 35 36 37 38 39 40 41 42 43 44	C13.07.06	There shall be a committee on Finance, of which the treasurer(s) shall be members ex officio. It shall prepare a draft budget for the succeeding year, including this congregation's full indicated share in support of the wider ministry being carried on in its behalf by the Evangelical Lutheran Church in America and the synod, and shall submit such draft budget to the Congregation Council for its action and later presentation to a congregational meeting. The committee shall exercise oversight of all the financial affairs of the congregation to make sure that they 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. It shall, subject to the approval of the Congregation Council, be responsible for the congregation's investments, and shall also provide for annual audits of the accounts of the treasurer(s) and the financial secretary, if there be one, as well as of the accounts of the school and organizations within the congregation. Specific procedures for exercising financial oversight of the church shall be provided in continuing resolutions.	
45 46 47	C13.07.B02	Gift Policy. The continuing resolution describing the Gift Policy for the church is appended to this constitution.	
48 49 50	C13.07.C05	Investment Policies: The continuing resolution for Investment Policies for Magnolia Lutheran Church is attached as an appendix.	
51 52 53	C13.07.D05	Church Accounts and Funds. The continuing resolution describing the authorized church bank accounts and funds is attached as an appendix.	
		Financial Policies. The continuing resolution containing finance policies and procedures is attached as an appendix.	

C13.07.07

There shall be a committee on Church Property. This committee shall see to the proper maintenance and protection of all property of the congregation, and shall take care that the same is kept in good repair and is adequately insured.

Property Use Agreement. The continuing resolution describing the Property Use Agreement for the church is appended to this constitution.

C13.07.08

C13.07.G09

There shall be a committee on Fellowship. This committee shall seek to establish and promote community among the congregation. The committee seeks to accomplish its work by: fostering a sense of belonging; providing opportunities for intimacy through shared experiences of work, play and worship; and by encouraging Christian relations among people where they may support each other in faith.

C13.07.09

There shall be a committee on Personnel. This committee shall be responsible for writing job descriptions for all salaried lay positions, interviewing candidates and making recommendations to the Congregation Council regarding the employment of salaried lay workers, supervising salaried lay workers, making recommendations regarding compensation of pastor(s) and staff, and ascertaining that the congregation is in compliance with all laws and regulations that pertain to its status as an employer (including proper accounting for employee vacation and sick time). To ensure that confidentiality is appropriately maintained, Personnel Committee meetings, by the nature of their work, may be closed. This committee will provide general updates about their discussions and/or briefings at congregational meetings. Details of the following subjects is confidential and will not be reported:

- Staff evaluations
- Conflict resolution within the staff
- Private health or lifestyle issues of staff members
- Disciplinary actions involving staff
- Other sensitive situations involving staff members
- Staff development plans

C13.07.10

There shall be a committee on Memorials and Special Gifts. It shall be responsible for acquainting the members of the congregation with the aspects of Christian Stewardship involved in Planned Giving, and encourage increasing numbers to include such gifts in their estate planning as being vital to the future growth and effective ministry of the congregation. It shall consistently draw the attention of the parish to the ongoing need for such individual or family commitment particularly as this strengthens the effectiveness of the Congregational Endowment Trust. The committee shall be responsible for an overview of all memorial giving and shall work closely with the Congregation Council and the appropriate officers of the congregation providing such information and recommendations as may be needed or desired.

C13.07.11

There shall be a Mutual Ministry Committee established in accordance with C13.04. The Mutual Ministry Committee shall serve as the personnel committee for the Pastor. The executive committee shall fulfill the duties of the Mutual Ministry Committee in the absence of a separate Mutual Ministry Committee. The President and the Pastor shall jointly nominate members of the Mutual Ministry Committee, who shall be chosen with the consent of the Council and the congregation. There shall be six members, with three members appointed each successive year for a term of office of two years. When constituted, members of the Mutual Ministry Committee will hold no other office in the congregation during their term. In general, the Mutual Ministry Committee is responsible for affirming and strengthening the mission and ministry of the congregation by working directly with the Pastor (and Associate Pastor when assigned). This is not done through programs but through listening and clarifying, sharing and communicating, and reviewing and reflecting issues shared with the Pastor. Specific duties include assessing goals or emphases from annual congregational meetings, reviewing the investment of time of the

Pastor in light of new goals or emphases, reviewing compensation and benefits for the Pastor, and working with the Pastor to develop a continuing education plan and covenant. The Mutual Ministry Committee shall meet with the Pastor to conduct an annual review of his ministry during the month of August in each year. The Mutual Ministry Committee should report regularly to the Congregational Council. The committee does not set policy, salary, etc., but forwards recommendations on such matters to the Congregation Council, or other committees, for final approval.

C.13.07.12

C.13.07.E08

C13.08.A98

C14.02.

C13.08

There shall be a Columbarium Committee. This committee shall be responsible for the administration and management of the Magnolia Lutheran Church Columbarium in accordance with procedures approved by the Congregation Council. These procedures will address eligibility for inurnment, rites and rituals, regulations for operation of the Columbarium, fee schedules, and required records to be maintained. The Columbarium Committee will coordinate with the Church Property Committee and the Congregation Council to provide appropriate perpetual care for the Columbarium as a respectful site for the repository of cremains. The Columbarium should be operated as a self-supporting project, with necessary funds for operations, reserves, and capital improvements coming from fees and donations specifically designated for the Columbarium.

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A continuing resolution describing the Columbarium procedures is appended to this constitution.

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The pastor of this congregation shall be ex officio a member of all committees and boards of the congregation.

The continuing resolution to standardize procedures for operation of all standing committees of the Magnolia Lutheran Church is attached as an appendix.

Chapter 14. ORGANIZATIONS WITHIN THE CONGREGATION

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(s) shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

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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

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*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)

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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 laypersons and two ministers of Word and Sacrament). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- *C15.03. If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members, plus the nonvoting chair, comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- *C15.04. The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.
- *C15.05. By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
 - 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. AMENDMENTS

*C16.01. Unless provision *C16.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least twelve (12) 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 of the proposal together with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.

- *C16.02. An amendment to this constitution, proposed under *C16.01., shall:
 - be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those voting members present and voting;
 - b. be ratified without change at the next annual meeting by a two-thirds vote of those voting members present and voting; and
 - c. have the effective date included in the resolution² and noted in the constitution.

*C16.03. Any amendments to this constitution that result from the processes provided in *C16.01. and *C16.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify 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.

*C16.04. This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of 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 at least two (2) voting members of the congregation, the Congregation Council shall submit such notice. 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 17. BYLAWS

Such an effective date must be stated in relation to the requirements of *C16.03. to allow time for synodical review of the amendment.

- *C17.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- *C17.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting.
- *C17.03. Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- *C17.04. Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.
- C17.05. Approved changes to the bylaws shall have the effective date included in the resolution and noted in the bylaw.

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.
- C18.03. Continuing resolutions shall have the effective date included in the resolution and noted in the continuing resolution. A listing of effective continuing resolutions will be maintained as part of Chapter 20, Appendices for Continuing Resolutions... Changes to the listing of effective continuing resolutions are not considered as amendments to the constitution itself and will be updated by action 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.
- C19.01.01 Authorization.

a. In the event that any officer of the Congregation or member of the Congregation Council who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Congregation against expenses (including attorney's fees) and in the case of actions other than those by or in the right of the Congregation, judgments, fines and amounts paid in settlement, incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was an officer of the Congregation or member of the Congregation Council, then the person claiming such indemnification shall be indemnified by the Congregation unless the Congregation or a court determines that such indemnification is not proper

because that person's acts or omissions that involve intentional misconduct or a knowing violation of law, for conduct violating RCW 23B.08.310 (liability for unlawful distributions) or for any transaction from which that person will personally receive a benefit in money, property, or services to which that person is not legally entitled.

- b. Expenses, including attorney's fees, incurred in defending any action, suit or proceeding referred to in paragraph a of this bylaw may be paid by the Congregation in advance of the final disposition of such action, suit or proceeding as authorized by the members of the Congregation Council in the specific case upon receipt of an undertaking by or on behalf of the officer of the Congregation or member of the Congregation Council to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Congregation as authorized in this bylaw.
- c. The indemnification provided by paragraph a of this bylaw shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of members of the Congregation or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer of the Congregation or member of the Congregation Council and shall inure to the benefit of the heirs, executors and administrator of such person.

C19.01.02

Insurance. The Congregation, to the extent permitted by RCW 24.03, shall purchase and maintain director's and officer's insurance on behalf of any person who is or was an officer of the Congregation or member of the Congregation Council.

Chapter 20 Appendices for Continuing Resolutions

C20.01 The list of effective continuing resolutions for Magnolia Lutheran Church is as follows:

31 32 33	Section Number	Title
34 1.	C13.07.A98	Continuing Resolution for Operation of Standing Committees at
35		Magnolia Lutheran church
36 2.	C5.05.A00	Continuing Resolution for Use of Alcohol at Magnolia Lutheran Church
37 3.	C13.07.B02	Magnolia Lutheran Church Gift Policy
	C13.07.C05	Investment Policies for Magnolia Lutheran Church
39 5.	C13.07.D05	Magnolia Lutheran Church Accounts and Funds
40 6.	C13.07.E08	Magnolia Lutheran Church Columbarium
41 7.	C13.07.F09	Financial Policies
42 8.	C13.07.G09	Property Use Agreement