

**Proposed Constitution For August 2021 Congregation Meeting**

**GOOD SHEPHERD EVANGELICAL LUTHERAN CHURCH, Manistee, MI**

***INDEX***

**PREAMBLE**

**Chapter 1: NAME**

**Chapter 2: CONFESSION OF FAITH**

**Chapter 3: NATURE OF THE CHURCH**

**Chapter 4: STATEMENT OF PURPOSE**

**Chapter 5: POWERS OF THE CONGREGATION**

**Chapter 6: CHURCH AFFILIATION**

**Chapter 7: PROPERTY OWNERSHIP**

**Chapter 8: MEMBERSHIP**

**Chapter 9: THE PASTOR**

**Chapter 10: CONGREGATION MEETINGS**

**Chapter 11: OFFICERS**

**Chapter 12: CHURCH COUNCIL**

**Chapter 13: CONGREGATION COMMITTEES**

**Chapter 14: COMMITTEES**

**Chapter 15: ORGANIZATIONS WITHIN THE CONGREGATION**

**Chapter 16: DISCIPLINE OF MEMBERS AND ADJUDICATION**

**Chapter 17: BYLAWS**

**Chapter 18: AMENDMENTS**

**Chapter 19: INDEMNIFICATION**

**Chapter 20: ORGANIZATION AND DISSOLUTION**

**PREAMBLE**

**We, the baptized members of Christ's Church, 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. Amen.**

**Chapter 1: NAME**

**C1.01. The name of this congregation shall be Good Shepherd Evangelical Lutheran Church of Manistee, Michigan and shall be incorporated in the state of Michigan.**

**C1.02. For the purpose of this constitution and bylaws, the congregation of Good Shepherd Evangelical Lutheran Church of Manistee, Michigan is hereinafter designated as "this congregation."**

**Chapter 2: CONFESSION OF FAITH**

Note: An appendices to this Chapter is attached.

**This congregation confesses:**

**C2.01. The Triune God: Father, Son, and Holy Spirit.**

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

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

**C2.03. 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, “according to which all doctrines should and must be judged.” (Formula of Concord, Epitome, Part I)**

**C2.04. The Apostles’, Nicene, and Athanasian Creeds as true declarations of the faith of the Church.**

**C2.05. 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. The other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.**

**C2.07. The Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God’s mission in the world.**

**C2.08. This congregation honors and accepts The Common Confession (2005), attached in an appendix hereto, as a summary of teachings otherwise affirmed in the Lutheran Confessions.**

**C2.09. This congregation understands that the mission and ministry of the church begins within the context of the individual congregation. Within our own congregation and alongside other congregations, we work together locally, nationally, and internationally to further the cause of the Gospel.**

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

**C3.01. All power and authority in the Church belongs to our Lord Jesus Christ and is manifested through the preaching of the Word and the administration of the Sacraments. The structures of this congregation exist and exercise their ministry in the service of Christ and His authority.**

**C3.02. The Church is the universal assembly of all believers among whom the Gospel is rightly preached in its purity and the Holy Sacraments are rightly administered according to the Gospel. (Augsburg Confession, Article VII)**

**C3.03. The hearers of the Gospel are a people, called and sent by God: Father, Son, and Holy Spirit, to be a community of faith, hope, and love, who witness to Christ and His coming Kingdom before all the world.**

**C3.04.** It is also the mission of the Church to obey the Great Commission (Matthew 28:16-20); to preach the Gospel to all people, to do the ministry of evangelism, and to witness to others the mighty acts of God. In Holy Baptism, God calls all disciples of the Church, both lay and ordained, to testify in word and deed, that God has acted for the world's salvation through Jesus Christ. This congregation is mission-driven, relying on the Holy Spirit to lead it.

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

**C4.01.** To fulfill our purpose and live out our call as baptized believers, we shall:

- a.** Regularly gather in worship where God's Word is rightly proclaimed and the Sacraments are rightly administered;
- b.** Encourage the communion of saints to live lives of prayer, repentance, praise, thanksgiving, witness, and service;
- c.** Participate in fulfilling the Great Commission, transmitting the Gospel, as rightly understood by our confessions, to future generations and members of our community;
- d.** Recognize the need for continued growth in understanding and practice of the faith through regular participation in learning, ministry, mission, and service activities.

**C4.02.** To fulfill these purposes, members of this congregation shall:

- a.** Serve people in need, caring for the sick and aged,
- b.** Seek dignity, justice for all people, peace, and reconciliation;
- c.** Provide pastoral care and encourage all members to participate in this ministry;
- d.** Challenge, equip, and support all members in carrying out their call in their daily lives and in this congregation;
- e.** Teach the Word of God;
- f.** Witness to the reconciling Word of God in Christ, reaching out to all people;
- g.** Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society;
- h.** Motivate its members to provide financial support for the congregation's ministry and the Christian ministry in other parts of this country and the world;
- i.** Foster and participate in interdependent relationships with other congregations; and
- j.** Encourage and participate in ecumenical relationships consistent with Chapter 2 of this constitution.

#### **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 its bylaws.

**C5.03.** Only such authority as is delegated to the Church Council or other organizational units of 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. Approve the annual budget;**
- d. Acquire real and personal property by gift, devise, purchase, or other lawful means;**
- e. Authorize, by congregation meeting, the Church Council to sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;**
- g. Elect its Church Council members and require them to carry out their duties in accordance with this congregation's constitution and bylaws; and**
- h. Terminate its relationship with any affiliated organization as provided in Chapter 6.**

**C5.04. This congregation shall choose from among its voting members, laity to serve as representatives at meetings of the North American Lutheran Church.**

#### **Chapter 6: CHURCH AFFILIATION**

**C6.01. This congregation may enter into full partnership or membership with Lutheran denominations, associations, or ministries. Full membership in Lutheran denominations, associations, or ministries shall require a two-thirds majority vote of all voting members present and voting at a legally called meeting of the congregation for this explicit purpose. To fulfill this intent, the congregation shall:**

- a. Give at least a thirty (30) day notice by the Church Council, calling a meeting for the purpose of joining any Lutheran denomination, association, or ministry.**
- b. Severance of membership shall require at least a ninety (90) day notice by the Church Council to the membership of the congregation and require two congregation meetings, at least ninety (90) days apart with notice being given to the denomination, association, or ministry of the intent to sever membership. Each congregation meeting shall require a two-thirds majority vote of all voting members present.**
- c. For meetings called for the purpose of C6.01.b., the Church Council shall audit the membership for legally eligible voting members and provide a roster to determine all eligible voting members of this congregation.**

**B6..01.1. This congregation is affiliated with the North American Lutheran Church (NALC).**

**B6.01.2. This congregation may terminate its relationship with the NALC, or any denominations, associations, or ministries with which it is affiliated by the following procedure:**

- a. Two specially called congregation meetings in accordance with C5.02. of this constitution.**
- b. The meetings shall be at least sixty days apart.**
- c. Each meeting must obtain a two-thirds majority of eligible voting members present in order to terminate relationship.**
- d. With the second vote, if current Lutheran relationships are terminated, another Lutheran body must be chosen for affiliation.**
- e. If any portion of the congregation chooses to be non-Lutheran, only those pledged to remain Lutheran will be deemed voting members of record to make any decision of affiliation with a Lutheran body.**

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

**C7.01. Property rights and interests are retained by this congregation or, in the case of the**

exercise of B6.01.2, with those who retain affiliation with a Lutheran body.

## **Chapter 8: MEMBERSHIP**

**C8.01. Members of this congregation shall be the baptized on the roll of this congregation at the time this constitution is adopted and those who are admitted thereafter who have declared and maintain their membership by actively being a disciple of Jesus Christ and in accordance with the provisions of this constitution and its bylaws.**

**C8.02. Members shall be classified as follows:**

- a. Baptized members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Father, Son, and Holy Spirit, who have been received by certificate of transfer from another Lutheran congregation, or by affirmation of faith;**
- b. Confirmed members are the baptized who have been confirmed in this congregation, those who have been received by adult baptism, or by transfer as confirmed members from another Lutheran congregation, or baptized persons received through affirmation of faith;**
- c. Voting members shall be confirmed members. Such confirmed members must have communed during the previous year and shall have made a contribution of record to this congregation. Exceptions may be made by council vote, and shall include missionaries and military personnel;**
- 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. They have all privileges and duties of membership of this congregation except voting rights. They may participate on Committees, but have no vote, and are not eligible for elected positions, or membership on the Church Council of this congregation.**
- e. Inactive members are confirmed members who are not eligible to vote due by not communing or contributing for a period of one year. Inactive members will be considered Associate members for a period of two years before being removed from the roster. An exception may be granted to those away at College, other educational institutions, or military pursuit upon receipt of written communication from the one who desires to retain membership amidst mitigating circumstances.**
- f. If one has been removed from the roster of this congregation, they must fulfil the requirement of C8.03 before being restored to membership.**

**B8.02.01** A report of all eligible voting members shall be completed before each annual meeting. Any member who has not made a contribution of record or communed for the year previous shall be declared a non-voting member. For the purpose of this bylaw, any contribution of record from a household to which an individual belongs shall be considered a contribution of record for each individual in that household.

**C8.03. All applications for membership in this congregation shall be submitted and require the approval of the Church Council.**

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

- a. Make regular use of the means of grace through Word and Sacrament;**
- b. Live a Christian life in accordance with the Word of God and the teachings of Chapter 2; and**

**c. Support the work of this congregation through contributions of time, abilities, and financial support, understanding their Christian life as Biblical stewards.**

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

- a. Death;**
- b. Resignation;**
- c. Transfer or release;**
- d. Disciplinary action by the Church Council; or**
- e. Removal from the roll due to inactivity as defined in this constitution or 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.**

B8.05. Inactive members are those who have failed to receive Holy Communion and to make a contribution of record for a period of three years. Inactive members shall be removed from the roll of members by the Church Council in accordance with C8.02.e. This process will take place after said member has been, if possible, contacted.

**C8.06. Dismissal by Disciplinary Action**

- a. The purpose and goal of all matters of church discipline will be to restore those who have sinned and restore them as active members;**
- b. Principles found in Matthew 18:15-17 will be followed by the Church Council, including, if necessary, the admonition of verse seventeen (17), “If he refuses to listen to them, tell it to the church. And if he refuses to listen even to the church, let him be to you as a Gentile and a tax collector.”;**
- c. If the Church Council deems it necessary, a member may be removed from this congregation’s membership;**
- d. If Matthew 18:15-17 is followed, the decision of the Church Council is final.**

## **Chapter 9: THE PASTOR**

**C9.01. Authority to call a pastor shall be, in this congregation, by at least a two-thirds majority ballot vote of 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 the Church Council to recommend the call, shall seek the advice and help of the leadership of the North American Lutheran Church in accordance with Chapter 6.**

**C9.02. Only an ordained Lutheran person with theological training approved in a Lutheran candidacy process who adheres to the confession of faith in Chapter 2 may be called as a pastor of this congregation. This congregation will only call pastors or professional lay ministers who are in a heterosexual marriage or, if single, celibate.**

**C9.03. Consistent with the faith and practice of the Lutheran Confessions as expressed in Chapter 2,**

- a. Every pastor or professional lay minister shall:
  - 1) Preach the Word;**
  - 2) Administer the sacraments;**
  - 3) Conduct public worship;**
  - 4) Provide pastoral care;**
  - 5) Equip members for ministry; and**
  - 6) Speak publicly proclaiming God's love for the world.****
- b. Each pastor or professional lay minister with a congregational call shall, within**

**the congregation:**

- 1) Offer instruction, confirm, marry, visit the sick and distressed, and bury the dead; however, no one will perform same sex blessings or marriages; and**
- 2) With the Church Council, administer discipline.**

**c. Every pastor or professional lay minister shall:**

- 1) Seek out and encourage qualified persons to prepare for the ministry of the Gospel and strive to extend the Kingdom of God in the community, in the nation, and abroad; and**
- 2) Endeavor to increase the support given by the congregation to missions and benevolent needs and organizations.**

B9.03.1 This congregation practices open communion, inviting all who are baptized and believe to partake of the Lord's Supper.

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

B9.04.01 The pastor shall have voice and vote on the Church Council.

**C9.05. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which, except in the case of the death of the pastor, shall be terminated only 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, thirty (30) days after the date on which it was submitted;**
- 3) As a result of the disciplinary proceeding stemming from the inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;**
- 4) The physical and mental incapacity of the pastor;**
- 5) Disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty; or**
- 6) The dissolution of the congregation.**

B9.05. When the congregation has a pastor, but the pastor is unavailable because of sickness or temporary absence from the parish:

a. The congregation president or vice president shall assume the pastor's responsibility for the administration of the congregation, or appoint a designee to fulfill this duty.

b. In the event of an emergency requiring pastoral services, the congregation president, vice president, or designee shall be responsible for contacting a neighboring pastor with whom prior arrangements have been made by the congregation's pastor to respond in such emergencies.

c. If the pastor is unable to lead or to arrange for the leadership of worship services, the congregation president, vice president, or designee shall be responsible for seeing that such worship services are held and properly conducted.

**C9.06. An ordained minister shall be subject to discipline for:**

**a. Preaching and teaching in conflict with the faith confessed by the NALC.**

**b. Conduct incompatible with the character of the ministerial office.**

**c. Willfully disregarding or violating the standards established by the NALC for the office of Word and Sacrament.**

**C9.07. The disciplinary actions that may be imposed upon an ordained minister are:**

**a. Private censure and admonition by the Bishop.**

**b. Suspension from the office and function of the ordained ministry for a designated period of time and until there is satisfactory evidence of repentance and amendment.**

**c. Removal from the ordained ministry of the NALC.**

**C9.08. The Church Council shall develop and approve a process for discipline and appeal proceedings, including the elaboration of who may bring charges that may lead to discipline. This process shall assure due process and due protection for the accused.**

**Imposition of the disciplinary sanctions provided in these sections shall require a vote of three-fourths of the Church Council.**

B9.08. Authority to terminate the call of a pastor of this congregation shall be by at least a two-thirds majority ballot vote of voting members present and voting at a meeting legally called for that purpose. Before the meeting to vote on the termination of a called pastor, the officers, or a committee elected by the Church Council to recommend the termination of call, shall seek the advice and help of the leadership of the North American Lutheran Church in accordance with Chapter 6.

**C9.09. This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor and a pastor shall make satisfactory settlement of all financial obligations to this congregation.**

**C9.10. The congregation may call a pastor for a specific term. Details of such calls shall be in writing, setting forth the purpose and conditions of a term call. Such a call may also be terminated before its expiration in accordance with the provisions of C9.05.**

**C9.11. The pastor of this congregation shall:**

**a. Keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;**

**b. Submit a summary of such statistics annually to the congregation; and**

**c. Become a member of this congregation upon receipt and acceptance of the letter of call.**

## **Chapter 10: CONGREGATION MEETINGS**

**C10.01. The Annual Business Meeting and the Annual Election Meeting of this congregation shall be held at times specified in the bylaws.**

B10.01. The Annual Business Meeting shall normally be held the second Sunday of January for the primary purpose of approving the budget and reviewing annual reports. The fiscal year for this congregation will be 1 January to December 31. The Church Council may move the actual date of meeting, if necessary.

B10.01.01. The written annual report of the preceding year shall be made available to all members of the congregation before the annual meeting. This annual report shall include reports from the pastor, Church Council, ministry teams, committees, organizations, and auxiliaries of this congregation. For purposes of fulfilling this bylaw, readily available electronic forms such as PDF or Website presence shall suffice as a written report and fulfill the requirement of this bylaw.

B10.01.02 The Annual Election Meeting of this congregation shall normally be held the Third Sunday of August for the primary purpose of electing members of the Church Council. The Church Council may move the actual date of meeting, if necessary.

B10.01.03 Any additional items for the congregation's consideration shall be included in a communication to the congregation at least ten days prior to the Annual Meeting, or the amount

of time needed as may be prescribed elsewhere in this constitution.

B10.01.03 The annual meetings of this congregation shall be staggered such that one meeting each year shall be on Saturday after the worship service and the other on Sunday after the worship service. The meetings shall stagger each year so that one meeting is Saturday and the other on Sunday alternately.

**C10.02. A special meeting of the congregation may be called by the pastor, the Church Council, the president of this congregation, or by the president of this congregation upon the written request of ten percent (10%) of voting members of this congregation. The call for each special meeting shall specify the purpose for which it is to be called, and no other business shall be transacted.**

B10.02. The minutes of all meetings of the congregation will be accepted by the Church Council at its next regular meeting and approved by the congregation at its next regularly called meeting.

**C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two (2) consecutive Sundays and by electronic means, or if requested by a voting member, by mail, and shall be given to all members at least ten (10) days in advance of the date of the meeting. The posting of such notice in the regular mail and/or email, with the regular postage affixed or paid, sent to the last known address of such members, shall be sufficient.**

**C10.04. In order for a vote to be taken at a called congregational meeting, a quorum of voting members must be present.**

B10.04. A quorum is defined as one third or more of the voting members of this congregation.

B.10.04.1 The Church Council shall complete an annual review of eligible voting members and determine the number required for quorum.

**C10.05. Voting by proxy or by absentee ballot shall not be permitted. Real time attendance via the internet shall be considered as in-person attendance.**

**C10.06. All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution and in accordance with state and federal laws.**

**C10.07. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.**

## **Chapter 11: OFFICERS**

**C11.01. The officers of this congregation shall be President, Vice-President, Secretary and Treasurer. No officer shall hold more than one office at any time.**

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

**b. The officers shall be lay voting members of this congregation.**

**c. At its first meeting of the calendar year, the Church Council shall elect its officers by written ballot to serve a one-year term or until their successors are elected. Their terms shall begin at the close of the Church Council meeting at which they are elected. The President, Vice President and Secretary shall be elected from the voting members of the Church Council and shall be eligible to serve no more than two (2) consecutive terms in the same office. The Treasurer shall be an adjunct member of the Church Council with voice but no vote. The treasurer will be appointed by the Church Council annually to serve at the will of the Church Council.**

B11.01.01 If any officer ceases to be a voting member of this congregation, that office

shall be declared vacant by the Church Council. The Church Council shall elect a Church Council member to fill the vacancy until the next Annual Congregational meeting.

B11.01.03 There shall be an executive committee. The Executive Committee shall be made up of the elected members of the Church Council who are the officers of this church. The executive committee shall meet when business of an urgent and/or discretionary matter requiring confidentiality is required. The Executive Committee retains no power or authority apart from the Council as a whole, but serves in an ex-officio capacity.

B11.01.03. Duties of the officers

a. President shall:

- 1) Prepare the agenda and preside at all meetings of this congregation and the Church Council;
- 2) Carry out the additional duties defined in C9.05. when the pastor is unavailable; and
- 3) Provide leadership in assisting Church Council members and chairs to fulfill their duties as provided in this constitution and bylaws.
- 4) Shall assure that all required regulatory documents are filed with the State of Michigan each year.

b. Vice President shall:

- 1) Preside at all meetings of the congregation and the Church Council in the absence of the president;
- 2) Perform those particular administrative duties recommended by the pastor and the president and which are approved by the Church Council; and
- 3) Assist the president and the pastor when requested.

c. Secretary shall:

- 1) Keep accurate minutes of all meetings of the congregation and the Church Council which shall be preserved permanently in its archives;
- 2) Write or answer official Church Council correspondence as directed by the Church Council, the president, the vice president, or the pastor;
- 3) Notify, as directed by the president, the vice president, or the pastor, individuals by telephone or in person as soon as possible of actions of the Church Council which affect their church duties;
- 4) Schedule meetings and appointments and call or email to remind participants of such meetings as directed by the pastor, the president, the vice president, or the Church Council; and
- 5) Perform other duties as assigned by the pastor, the president, the vice president, or the Church Council.

d. Treasurer shall:

- 1) Operate as the chief financial officer of this congregation;
- 2) Keep the records of account of the congregation's general operational budget, receipts, and disbursements which shall include a General Account, as well as any reserved Designated Funds,-and additional separate duties as may be directed by the Church Council;
- 3) Disburse funds in accordance with written financial policies;
- 4) Make a written report of all financial transactions to the finance committee as

well as the Church Council monthly and to the congregation, together with a satisfactory audit, review or other financial assessment as directed by the Church Council annually;

5) Attend Church Council meetings as requested to afford Church Council advice on questions concerning church finances;

6) Keep the pastor apprised of the status of the church accounts.

7) The treasurer shall be a member of the finance committee and will work as the liaison between the finance committee, the Church Council and this congregation.

## **Chapter 12: Church Council**

**C12.01. The voting membership of the Church Council shall consist of the pastor and nine (9) elected voting members of this congregation, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Church Council shall at once be declared vacant if the member:**

**a) ceases to be a voting member of this congregation, or**

**b) is absent from three (3) successive regular meetings of the Church Council without cause. Consistent with the laws of the State of Michigan; and this constitution the congregation may adopt procedures for the removal of a member of the Church Council in other circumstances.**

**c) resigns as a member of the Church Council.**

B12.01 The Church Council has authority only when it meets as a the Church Council. No one person elected to a position holds any authority, except as expressly granted for a particular function by the Church Council, other than as a member of this congregation. The authority of the Church Council rests in its meeting in quorum.

**C12.02. The members of the Church Council, except the pastor, shall be elected by majority vote at a legally called meeting of the congregation during the month of August as specified in bylaws.**

B10.01. The term of office shall be for three (3) years, with the term of office beginning the day of election and ending on the day when a new Church Council member is elected to fill the vacated position. All elected members of the Church Council are ineligible for reelection or reappointment to the Church Council until at least one (1) year has passed from the time they last served in this capacity. Newly elected Church Council members shall be installed at the first public worship service following the called congregational meeting at which new members were elected.

B.12.01A paper ballot shall be used if there are more persons nominated than the positions to be filled.

B12.02.02 The election of each person of the Church Council shall be to a designated tenure. The term shall be three (3) years and arranged in a 2,3,3 person rotation each year as each term expires.

B12.02.03 The Church Council will be elected in the following manner: The nominations will be open to all voting members of this congregation. The name of the one nominating shall also be on the nominating form. Only a voting member is eligible to nominate. Nominations may be made from the floor. These names will be tallied and each nominee will be contacted and in order to make a determination made of their eligibility and willingness to serve in this capacity. In the event of a paper ballot, it be voted on by all voting members present at a called

congregational meeting. Each voting member will have the ability to vote for the number of positions to be filled.

**C12.03. Should a member's place on the Church Council be declared vacant, the Church Council shall appoint a successor to serve until the next Annual Congregational meeting. At that meeting, the congregation shall elect, by majority vote, a person to serve the unexpired term to which he/she was elected. Individuals who have served less than one-half of a regular term shall be eligible for election to another successive full term.**

B12.03. In the event of an unexpired term, the newly elected members may determine who will serve the unexpired term(s).

**C12.04. The Church Council shall be the Board of Directors in this congregation and shall have general oversight of the life and activities of this congregation, and in particular its worship life, with the goal that everything be done in accordance within this congregation's understanding of the faith as defined in Chapter 2 of this constitution. It shall have all of the powers of and be subject to such boards under the laws of the State of Michigan, except as otherwise provided herein.**

**The duties of the Church Council shall include the following:**

- a. Lead this congregation in fulfilling its mission, do long-range planning, set goals and priorities, and evaluate its activities in light of its mission and goals;**
- b. Seek to involve all members of this congregation in worship, learning, witness, service, and support;**
- c. Oversee and provide for the administration of this congregation to enable it to fulfill its mission;**
- d. Maintain supportive relationships with the pastor and staff and help them annually to evaluate the fulfillment of their calling or employment;**
- e. Be examples individually and corporately of the style of life and ministry expected of all baptized persons;**
- f. Promote a congregational climate of peace and goodwill and, as differences and conflicts arise, endeavor to foster mutual understanding with the goal of conflict resolution;**
- g. Arrange for pastoral service during the sickness or absence of the pastor;**
- h. Seek out and encourage qualified persons to prepare for the ministry of the Gospel; and,**
- i. Approve any new ministry or Committee of this congregation.**

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

- a. The Church Council shall be the administrative board of this congregation and shall be responsible for maintaining and protecting its property manage its business and fiscal affairs. They shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Michigan, except as otherwise provided herein.**
- b. The Church Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by specific passed motion at a called meeting of the congregation.**
- c. The Church Council may enter into contracts or approve expenses not to exceed a total of \$15,000 dollars for items not included in the budget.**
- d. The Church Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of not more than five percent (5%) of the current year's annual**

**budget for items not included in the budget only after approval by a vote of the congregation.**

**e. The Church Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations.**

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

**C12.06. The Church Council shall see that the provisions of this constitution and its bylaws are carried out.**

**C12.07. The Church Council shall provide for an annual review of the membership roster of this congregation.**

**C12.08. The Church Council shall be responsible for the employment and supervision of the salaried lay workers of this congregation.**

**C12.09. The Church Council shall submit a comprehensive report to this congregation at the Annual Congregation Meeting.**

**C12.10. The Church Council shall meet regularly. Special meetings may be called by the pastor, or the president, and shall be called by the president at the request of at least ten percent (10%) of its voting members. Notice of each special meeting shall be given to all who are entitled to be present.**

B12.10. The Church Council shall normally meet monthly unless they choose to bypass one month during the year when there is no business to be attended. The agenda for the regular meetings of the Church Council shall include the following as appropriate:

- a. Devotions
- b. Call to order and roll call, to include acceptance or denial of requests for excused absence in accordance with C12.01.
- c. Approval of minutes
- d. Review of agenda
- e. Report of the treasurer
- f. Report of the pastor
- g. Reports of the committees
- h. Reports of the special committees, task groups, boards, organizations, and auxiliaries
- i. Old business
- j. New business
- k. Adjourn

B.12.10.01 The Church Council may use the following policy when an E-Mail vote (e-vote) is necessary.

- a. E-voting may be considered for an issue that requires resolution before the next scheduled Church Council meeting;
- b. Issues that mandate confidentiality do not qualify for the e-voting procedure;
- c. Any Church Council member may submit an appropriate issue and request an e-vote;
- d. The president of the congregation in consultation with the pastor will determine the necessity of an e-vote, or whether the matter is to be held over until the next scheduled meeting;
- e. The e-vote process is initiated when the president sends an E-mail to all member's designated E-mail address (or other specified method of communication) with an

explanation of the issue;

f. A quorum of 5 is required to proceed and is established when the president receives a response from three (3) members, in addition to the Pastor and president, who agree to vote on the designated issue via the e-voting procedure;

g. No more than twenty-four (24) hours shall pass to establish quorum after which all voting members will have a maximum of forty-eight (48) hours for discussion prior to a final vote on the issue. The president may specify a shorter time frame for urgent situations;

h. An urgent motion that is initiated and voted upon in less than 72 hours will require a second form of communication to each member, specifying the outcome of the vote;

i. E-votes will be conducted in the public space. This means that ballots will only be recognized if they are sent "Reply to All" so that all members can see how each other has voted;

j. When the vote is called by the president, voting choices include, Yes, No, or Abstain. Explanation of an individual vote is not allowed; and,

l. Passage of an e-vote requires a simple majority of the responses received in quorum by the specified deadline.

**C12.11. A quorum for the transaction of business shall consist of a majority of the members of the Church Council. Decisions of the Church Council shall be by majority vote of members present at a called meeting at which a quorum is achieved. Voting by proxy, or absentee ballot shall not be permitted. Attendance via electronic means such as internet, shall be considered as attendance for quorum.**

B.12.11.1 Under extenuating circumstances, the Council may allow technology to be used where a physical presence is not possible or prudent and where the voice and vote of a member of the Council may be considered present for the meeting.

### **Chapter 13: CONGREGATION COMMITTEES**

**C13.01 All committees formed within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meeting shall approve their policies, guide their activities, and receive reports concerning their membership, work, and finances.**

**C13.01. When a Pastoral vacancy occurs, a Call Committee shall be appointed by the Church Council in accordance with the bylaws.**

B.13.01.01. The Call Committee shall elect its chair at its first meeting. The role of the chair shall be to call meetings, chair the meetings, and assure that proper minutes are recorded.

B13.01.02. The Call Committee shall give a report of progress in person to the Church Council each month through the Call Committee chair, or by a designee of the chair.

**C13.02. There shall be an audit Committee.**

B13.02.01 The audit committee of three voting members shall be appointed by the Church Council. Audit committee members shall not be members of the Church Council, the Finance Committee, nor shall the treasurer serve on this committee. The term of office may be three years, staggered, with one new member appointed each year.

B13.02. Annual financial assessments may be either an internal review by the Auditing Committee, an external review by an accredited accountant, or an external audit by an accredited

accountant. In those years ending in aught (0) or five (5), an external audit shall be performed.

**C13.03. Other committees of this congregation may be formed**

B.13.03.01. As the need arises; by decision of the Church Council. These committees shall be formed to address a specific task with a specific period of time or task determined. The scope of these ad hoc committees will be determined prior to the formation of said committee.

**C13.04 Any committee tasked with making decisions that will include expended amounts in excess of the fiscal limitation imposed upon the Church Council in 12.05.c must be elected by the congregation at a regularly called, or specially called meeting of the congregation. Such limitation will not be implemented in authority granted by the annual budget.**

**C.12.05.c shall apply equally to any committee so formed.**

B13.04.01. Any committee formed which shall be responsible for expenditures in excess of the limitation of C13.05 whether it is an individual item, or in aggregate of a multiplicity of items that will be under the committee's control shall present a budget of anticipated expenses with any possible contingencies included for the congregation's approval at either a regularly called congregation meeting or a specially called meeting for the purpose of approving such expenditure.

**C13.05 All other committees not already established by this constitution shall either be Ad Hoc with specific duties and limitations in written form, or regular committees with duties and limitations in written form. Where such limitations are initiated, they shall include a time and/or role fulfillment limitation.**

**C 13.06 Nominating Committee shall nominate for Council and Delegate positions within this congregation.**

B13.07.01 In accordance with C 12.01.01, a Nominating Committee shall be made up of voting members of this congregation shall make contact with any nominee to determine their willingness to run for the position.

**Chapter 14: CONGREGATION Committees**

**C.14.01 This congregation shall have Committees to carry out its mission.**

B14.01 All Committees 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. All policies shall be reviewed and accepted by vote from the Church Council. Where applicable, committees shall write procedures which direct how the committee fulfills its function. Such procedures shall be approved by the Congregation Council.

**C14.02 Each Committee shall determine whether or not they are open to any and all joining their committee, or whether there is a limit to the number of committee members.**

B.14.02 If there is a limit on committee members, such limitation shall be in a written policy of the committee, accepted by the Church Council, and shall include the means by which additional replacement members are chosen.

B14.02.01 Normally, non-voting members of this congregation may be participants in any committee and shall have voice, but no vote. The Church Council, by vote, may make exception to this bylaw.

**C14.03 No one person on a committee holds any authority other than as a member of this congregation.**

B.14.03 The authority of the committee rests in its meeting in quorum. All decisions of a committee must be by a vote, seconded and passed by a majority of quorum of those in a

properly called meeting. Such decisions shall be recorded and shared in written report, submitted to the Council and reported in the Annual Report.

**C14.04 Each Committee shall annually elect its Committee leader at its first meeting in the new year. Such election shall be reported to the Church Council.**

**C14.05 Any new committee that is formed shall receive the approval of the Church Council before commencing with their ministry and shall be subject to this chapter of the constitution and any bylaws that may be enacted which pertain to committee ministries.**

**C14.06 All Committees shall record their meetings and submit minutes to the Annual Meeting. Such reports shall include all decisions made by the Committee.**

B14.06.01 If a decision is not recorded in the Committee minutes, no person shall have authority to exercise an option as if it were a decision.

B14.06.02 Each Committee shall present a budget through the Finance Committee annually for the congregation's consideration and approval. If a new ministry is to be funded, the Committee shall first gain the approval of the Church Council before budgeting for said new ministry.

B14.06.03 The Finance Committee shall present all requests to the congregation, but may include recommendations to increase or decrease what the actual amount needs to be in order to balance the budget.

B14.06.04 The Chair of each committee shall be annually elected and shall be responsible for reporting the activities of the committee to the Church Council. In addition, any individual may chair only one committee at one time. Each committee should monitor itself and the position of Chair for their committee.

#### **Chapter 15: ORGANIZATIONS WITHIN THE CONGREGATION**

**C15.01. All organizations and auxiliaries 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 congregation meeting shall determine their policies, guide their activities, and receive reports concerning their work-and shall have oversight of their finances.**

**C15.02. Special interest groups, other than those of the official organizations of the NALC, may be organized only after authorization has been given by the Church Council and specified by policy.**

**C15.03. Committees or other ministry groups may be organized after authorization has been given by the Church Council in accordance with the applicable by-laws.**

#### **Chapter 16: DISCIPLINE OF MEMBERS AND ADJUDICATION**

**C16.01. Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of Christ's Church, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor(s) in the presence of two or three witnesses, and c) citation to appear before the Church Council. If, for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, the president (if not the pastor) or vice president shall administer such admonitions.**

**C16.02. If discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be**

prepared by member of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Church Council of the need to issue a written citation to the accused and the accusers that specifies the time and place of the hearing before the Church Council. The written charges shall accompany the written citation to the accused. The written citation that specifies the time and place of the hearing before the Church Council and requests the presence of a member charged with an offense shall be sent at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Church Council may proceed with the hearing and may pass judgment in the member's absence.

**C16.03.** Members of the Church Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Church Council are disqualified from voting upon the question of the guilt of the accused member. Should the allegations be sustained by a two-thirds majority vote of the members of the Church Council who are not disqualified but who are present and voting, and renewed admonition prove ineffectual, the council may impose one or more of the following disciplinary actions:

- a. censure before the council or congregation;
- b. suspension from membership for a definite period of time; or
- c. exclusion from membership in this congregation. Disciplinary actions b. and c. shall be delivered to the member in writing.

**C16.04.** The member against whom disciplinary action has been taken by the Church Council shall have the right to appeal to a Congregational Meeting, which may revise or overturn the Church Council's decision by a majority vote. Any such vote will be by secret ballot.

**C16.09.** A congregation shall be subject to discipline for:

- a. Departing from the faith confessed in the NALC governing documents.
- b. Willfully disregarding or violating the criteria for recognition as a congregation of the NALC.
- c. Willfully disregarding or violating the provisions of the constitution of the NALC.

**C16.10.** The disciplinary actions that may be imposed upon a congregation are:

- a. Censure and admonition by the Bishop.
- b. Suspension from the NALC for a designated period of time.
- c. Removal from the membership and ministry of the NALC.

## **Chapter 17: BYLAWS**

**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 majority vote of those voting members present and voting.

**C17.03.** Changes to the bylaws may be proposed by any voting member provided, however, that such additions or amendments be submitted in writing to the Church Council at least sixty (60) days before a regular or special meeting of the congregation called for that purpose and that the Church Council notify the congregation's members by electronic means or, if specified by voting member, mail, of the proposal with the Church Council's recommendations at least thirty (30) days in advance of the meeting of the congregation.

**B17.03.1.** Any proposed change to the bylaws by any voting member shall be presented to the

congregation as proposed and recommendations of the Church Council shall be appended to the original proposed bylaw change.

#### **Chapter 18: AMENDMENTS**

**C18.01.** Amendments to this constitution may be proposed by the pastor, the Church Council, or by the president of this congregation upon the written request of ten percent (10%) of voting members of this congregation. Proposals must be filed in writing with the Church Council at least sixty (60) days before formal consideration by this congregation at a regular or special meeting of the congregation called for that purpose. The Church Council shall notify the congregation's members by electronic means or if specified by voting member, mail, of the proposal together with the Church Council's recommendations at least thirty (30) days in advance of the meeting.

**C18.02.** An amendment to this constitution, shall:

- a. Be approved at a legally called meeting of the congregation according to this constitution by a majority vote of those present and voting;
- b. Be ratified at another legally called meeting of this congregation at least sixty days after the meeting which approved any amendments or changes to the constitution and be without change except any legally necessary change by a two-thirds majority vote of those present and voting; and
- c. Have the effective date included in the resolution for ratification;

#### **Chapter 19: INDEMNIFICATION**

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

**B19.01** This congregation provides indemnification in accordance under MCL 450.2561 or 450.2562 and/or any other laws as may be enacted for non-profit organizations for its pastor(s), directors, officers, employees, non-director volunteer, committee members, or agents.

#### **Chapter 20: ORGANIZATION AND DISSOLUTION**

**20.01.** The purpose for which this congregation is formed, and the business and objectives to be carried on and promoted by it are to operate a religious organization exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code and as the same may be amended at any time and from time to time. This congregation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

**20.02.** Upon the dissolution of this congregation, the assets of this congregation shall be distributed for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code and as the same may be amended at any time and from time to time.

**This constitution and bylaws for Good Shepherd Evangelical Lutheran Church, in the state of Michigan was approved at a legally called meeting of the congregation on \_\_\_\_ by a majority vote of those present and voting and ratified on. This Constitution and Bylaws were ratified at \_\_\_\_\_ called meeting of the congregation on \_\_\_\_\_. The effective date of this constitution and bylaws is \_\_\_\_\_.**

## **Appendix One**

### The Common Confession (2005)

#### 1. The Lord Jesus Christ

We are people who believe and confess our faith in the Triune God—Father, Son, and Holy Spirit. We trust and believe in Jesus Christ as our Savior and Lord.

#### 2. The Gospel of Salvation

We believe and confess that all human beings are sinners, and that sinners are redeemed by the death and resurrection of Jesus Christ. God alone justifies human beings by faith in Christ—a faith that God creates through the message of the Gospel. As ambassadors for Christ, God uses us to speak His Word and build His kingdom.

#### 3. The Authority of Scripture

We believe and confess that the Bible is God's revealed Word to us, spoken in Law and Gospel. The Bible is the final authority for us in all matters of our faith and life.

#### 4. A Common Confession of Faith

We accept and uphold that the Lutheran Confessions reliably guide us as faithful interpretations of Scripture, and that we share a unity and fellowship in faith with others among whom the Gospel of Jesus Christ is preached and the Sacraments are administered in accordance with the Gospel.

#### 5. The Priesthood of All Believers

We believe and confess that the Holy Spirit makes all who believe in Jesus Christ to be priests for service to others in Jesus' name, and that God desires to make use of the spiritual gifts he has given through the priesthood of all believers.

#### 6. Marriage and Family

We believe and confess that the marriage of male and female is an institution created and blessed by God. From marriage, God forms families to serve as the building blocks of all human civilization and community. We teach and practice that sexual activity belongs exclusively within the Biblical boundaries of a faithful marriage between one man and one woman.

#### 7. The Mission and Ministry of the Congregation

We believe and confess that the Church is the assembly of believers called and gathered by God around Word and Sacrament, and that the mission and ministry of the Church is carried out within the context of individual congregations, which are able to work together locally and globally.