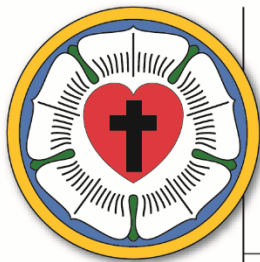


CONSTITUTION DOCUMENT FOR CONGREGATIONS

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NALC

North American Lutheran Church

Executive Council  
Published: 8/5/2011  
Amended: 9/15/2015

**CONSTITUTION**  
**FOR**  
**MESSIAH LUTHERAN CHURCH OF ROSCOMMON**  
**(Adopted/amended as of July 21, 2024)**

**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.

The congregation of Messiah Lutheran understands

- Faith as believing God [**sola fide**]; Ephesians 2:8-10
- and that this is only possible through the Grace of God [**sola gratia**], who calls us to Him. Ephesians 2:8-10
- The Word of God, to the extent that it is made available to us, is revealed through the Holy Scripture. [**sola scriptura**] Deuteronomy 29:29, John 14:6
- All glory is directed to God because He is the only God, who created all that ever was, is, and will ever be. God's providence reigns supreme above and over all. As such, God is sovereign over everything and is Supreme. [**solus Deo Gloria**] Genesis —> Revelation
- Our Savior, Jesus the Christ, the Messiah, is the Son of God incarnate and the sufficient sacrifice for the sins of Man. [**sola Christus**] Genesis —> Revelation

As these principles are basic to our relationship with the Triune God [Father, Son, and Holy Spirit], and that it is by God's work and will that we are blessed by this relationship, [John 6] our sole allegiance is to the same God who chose us before the foundations of the world. [Romans 8]

Therefore, we serve God first and foremost by committing our lives to Him in everything we think, do, and say.

Our affiliations are always secondary, and useful only to the extent that the aforementioned are primarily attended.

- We are created to serve God faithfully, which includes service to others. [Matthew 20:28]
- We seek to understand the information contained in the Holy Scripture, that we may be blessed with the knowledge that follows understanding; [Daniel 2:21]
- and that the wise will be blessed with Wisdom. [Daniel 2:21]
- We willingly accept our place below the Divine, as willing slaves to serve Him who is above all things, seeking direction, discipline, and inspiration through the Holy Spirit, Who intercedes for us with groanings too deep for words, to God's purpose, that we are destined to be conformed to the image of the Son, called, justified, and glorified. [Romans 8]

With these basic disciplines fundamental to our Christian existence, [Matthew 6:33] we seek and accept additional affiliation and assistance toward the aforementioned without compromise.

## Chapter 1.

### NAME AND INCORPORATION

- 1.01. The name of this congregation shall be Messiah Lutheran Church.
- 1.02. For the purpose of this constitution and any accompanying bylaws, the congregation of Messiah Lutheran Church is hereinafter designated as “this congregation.”
- 1.03. This congregation shall be incorporated under the laws of the State of Michigan.

## Chapter 2.

### CONFESSION OF FAITH

This congregation incorporates Article 2 of the constitution of the North American Lutheran Church (the “NALC”), confessing:

- 2.01. **The Triune God – Father, Son, and Holy Spirit<sup>1</sup>**
- 2.02. **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.**
- 2.03. **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)**
- 2.04. **The Apostles’, Nicene, and Athanasian Creeds as true declarations of the faith of the Church.**
- 2.05. **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.**
- 2.06. **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.**

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<sup>1</sup> The NALC does not require congregations to adopt a particular constitution. However, it does require a subscription to the NALC Constitution and to the NALC Confession of Faith. By adopting Chapter 2, Section 6.02, and Section 6.03(c)-(d) from this model, all shown in bold, a congregation complies with these requirements.

**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.**

**Chapter 3.**

**NATURE OF THE CHURCH**

- 3.01.** The Church is the universal assembly of all believers among whom the Gospel is preached in its purity and the holy sacraments are administered according to the Gospel. (Augsburg Confession VII)
- 3.02.** 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.
- 3.03.** 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.
- 3.04.** This congregation exercises ministry within the mission of the NALC. This congregation embodies the Church in its community and, for the sake of mission, lives in cooperative partnership with other congregations and within the other structures of the NALC. This congregation shall share responsibility for the decision-making processes of the NALC.

**Chapter 4.**

**STATEMENT OF PURPOSE**

- 4.01.** 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.
- 4.02.** To participate in God's mission, this congregation as a part of the Church shall:
  - a. Give honor and glory to God, the Father, Son, and Holy Spirit, worshipping Him in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, obedience and service.
  - b. Carry out Christ's Great Commission by proclaiming to all the world the Gospel of justification by grace through faith alone, according to the apostolic witness in Holy Scripture and in accordance with the Lutheran Confessions,
  - c. Preserve and transmit the Gospel faithfully to future generations.
  - d. Foster Christian fellowship and love and extend a helping hand to humans in need.
  - e. Manifest the unity of our faith in Jesus Christ as God and Savior and join with other Christians in prayer and action.
  - f. Nurture its members in the Word of God so as to grow in faith and hope and love, and to develop a sense of Christian vocation in daily life.
- 4.03.** To fulfill these purposes, this congregation shall:
  - a. Provide services of worship at which the Word of God is rightly preached, and the sacraments are rightly administered.
  - b. Provide pastoral care and assist all members to participate in this ministry.
  - c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
  - d. Teach the Word of God.

- e. Witness to the reconciling Word of God in Christ, reaching out to all people.
- f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
- g. Encourage its members to provide appropriate financial support for the congregation's ministry and the ministry of other parts of the NALC.
- h. Foster and participate in relationships with other congregations and structures of the NALC.
- i. Foster and participate in ecumenical relations consistent with NALC policy.

- 4.04.** The Church 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 Church Council.]
- 4.05.** This congregation shall, from time to time, adopt a mission statement which will provide specific directions for its programs.

## **Chapter 5.**

### **POWERS OF THE CONGREGATION**

- 5.01.** The powers of this congregation are those necessary to fulfill its purpose.
- 5.02.** The powers of this congregation are vested in the Congregational Meeting called and conducted as provided in this constitution.
- 5.03.** Only such authority as is delegated to the Church Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:
  - a. call a pastor as provided in Chapter 9;
  - b. terminate the call of a pastor as provided in Chapter 9;
  - c. appoint or terminate the service of commissioned lay leaders.
  - d. approve the annual budget;
  - e. acquire real and personal property by gift, devise, purchase, or other lawful means;
  - f. hold title to and use its property for any and all activities consistent with its purpose;
  - g. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
  - h. elect its Church Council, boards, and committees, and require the members of the council, boards, and committees to carry out their duties in accordance with the constitution, and continuing resolutions.
  - i. adopt amendments to this constitution as provided in Chapter 17
  - j. establish or terminate a relationship with a church body.
- 5.04.** This congregation may select voting members of this congregation to serve as lay delegates and alternates to represent it at meetings of any conferences, convocations, and other meetings where this congregation is entitled to such representation.

## **Chapter 6.**

### **CHURCH AFFILIATION**

- 6.01.** This congregation is a member of the NALC or any successor and is subject to the procedures of the NALC.

- 6.02. This congregation subscribes to the constitution of the NALC and will act in accordance with it.**
- 6.03.** This congregation will conduct its ministry in a manner consistent with its membership in the NALC:
- a. This congregation is responsible for its life as a Christian community.
  - b. This congregation pledges its participation in the life and mission of the NALC, including the prayerful consideration of appropriate financial support.
  - c. This congregation shall call only pastors who are members of the NALC or otherwise are authorized by the NALC to serve.**
  - d. This congregation shall appoint only commissioned lay leaders who are members of the NALC or otherwise are authorized by the NALC to serve.**
- 6.04.** Affiliation with the NALC may be terminated as follows:
- a. This congregation dissolves.
  - b. This congregation ceases to exist.
  - c. This congregation is removed from membership in the NALC according to the procedures for discipline of the NALC.
  - d. This congregation, at a legally called and conducted special meeting, approves by at least a two thirds majority of those present and voting a resolution directing that this congregation withdraw from the NALC. If this congregation adopts a resolution withdrawing from the NALC, all provisions of this constitution binding this congregation to the NALC shall be immediately ineffective. The congregation shall promptly deliver a copy of the withdrawal resolution to the NALC General Secretary.

## **Chapter 7.**

### **PROPERTY OWNERSHIP**

- 7.01.** This congregation is an independent legal entity with rights to purchase, hold, and convey real and personal property in accord with applicable law. The NALC shall have no right to or interest in the property of this congregation unless this congregation expressly conveys such a right or interest to the NALC. If this congregation dissolves, its property shall be distributed in accord with applicable law and with the congregation's governing documents, including as otherwise provided herein.

## **Chapter 8.**

### **MEMBERSHIP**

- 8.01.** Members of this congregation shall be those baptized persons (a) who are on the roll of this congregation at the time that this constitution is adopted or who are admitted thereafter, and (b) who have declared and maintain their membership in accordance with the provisions of this constitution.
- 8.02.** 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 who have communed and made a contribution of record during the [current or preceding] calendar year. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation.

d. **Associate** members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Church Council of this congregation.

e. **Responsibility List** are people who have been removed from the Rolls per the annual Council Review but remain associated/affiliate with the Church.

**8.03.** All applications for confirmed membership shall be submitted to and shall require the approval of the Church Council.

**8.04.** 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 NALC, and their ministries and structures [through contributions of time, abilities, and financial support as biblical stewards].

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

## **Chapter 9.**

### **THE PASTOR**

**9.01.** Authority to call a pastor shall be in this congregation by at least a two-thirds majority vote of members present and voting at a meeting legally called for that purpose.

**9.02.** Consistent with the faith and practice of the NALC,

- a. Every ordained minister shall:
  - 1) preach the Word;
  - 2) administer the sacraments;
  - 3) conduct public worship;
  - 4) provide pastoral care;
  - 5) serve as the chief evangelist in his or her ministry, and
  - 6) proclaim God's love to the world.
- b. Each ordained minister with a congregational call shall, within the congregation:
  - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
  - 2) supervise all schools and organizations of this congregation;
  - 3) install regularly elected members of the Church Council; and

- 4) with the Church Council, administer discipline.
- c. Every pastor shall:
  - 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
  - 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel; and
  - 3) impart knowledge of the NALC and its wider ministry through public provision of information, distribution of publications and other appropriate means,
- 9.03.** 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.
- 9.04.** a. 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 for the following reasons:
  - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
  - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;
  - 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;
  - 4) the physical or mental incapacity of the pastor;
  - 5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty; or
  - 6) the dissolution of the congregation.

b. If the Church Council determines that it may be appropriate to end a call for one of the reasons set out in sub-section (a), the Council shall consult with the pastor regarding the matter in accord with Biblical principles. If the Church Council and pastor do not reach agreement, the Church Council shall inform the Bishop of the NALC, who shall consult with the Church Council and the pastor and shall attempt to reach an agreed resolution. If the Bishop fails to facilitate an agreed resolution, the Church Council or the pastor may call a special Congregational Meeting to consider the matter. At such a meeting, the pastor and the Church Council leadership shall have a full and fair opportunity to present their positions on all matters relevant for consideration. Thereafter, the congregation by a two-thirds vote may terminate the pastor's call. In all events, the Church Council by majority vote may suspend a pastor with pay if the Church Council determines that such suspension is necessary to protect the congregation and all whom it serves. No such suspension may last more than 90 days unless the pastor agrees otherwise.
- 9.05.** At a time of pastoral vacancy, an interim pastor may be appointed by the Church Council.
- 9.06.** 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 Church Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.
- 9.07.** 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.
- 9.08.** 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 and the Church Council. As occasion requires, the documents may be revised through the same consultation process.



- 9.09.** The congregation may depart from the requirements in section 9.04 (a) by calling a pastor for a term of years. Details of such a call shall be in a writing that sets forth the purpose and conditions involved. Such call may be terminated before its expiration in accordance with the provisions in section 9.04 (a) and 9.04 (b).
- 9.10.** The pastor of this congregation:
- a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation; and a listing of persons on the Responsibility List;
  - b. shall submit a summary of such statistics annually to the Church Council; and
  - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- 9.11.** The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation.

## **Chapter 10.**

### **CONGREGATIONAL MEETING**

- 10.01.** The annual meeting and any other regular meetings of this congregation shall be held at times set by the congregation council.
- 10.02.** A special Congregational Meeting may be called by the pastor, the Church Council, or the president of this congregation, and shall be called by the president of the congregation upon the written request of 15% of voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.
- 10.03.** Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or e-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, or sent to the last known e-mail address of such members, shall be sufficient.
- 10.04.** A simple majority of voting members shall constitute a quorum.
- 10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- 10.06.** All actions approved by the congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by applicable law.
- 10.07.** *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

## **Chapter 11.**

### **OFFICERS OF THE CONGREGATION**

- 11.01.** The officers of this congregation shall be a president, vice president, secretary, and treasurer.
- a. Duties of the officers are as follows:
    - President – Calls and moderates the congregational and council meetings; shall serve as the chairperson of the congregation and, as such, shall preside at the meeting of the congregation council and the congregation. The president shall have the oversight of all standing committees and special committees of the congregation and shall serve as an advisory member of all committees. The president and the pastor of the congregation

may meet prior to each meeting of the Congregation Council to the review the agenda for such meetings.

Vice-President – Shall act as a resource and support to the president; shall also understudy and prepare for possible assumption of the president's duties in the absence of the president due to sickness, accident, personal absence, or any other reason preventing the president from fulfilling his/her duties. The vice president may also be assigned other duties and responsibilities in accordance with Council action.

Secretary – Shall keep accurate minutes of all meetings of the congregation and of the Congregation Council. Such records shall be permanently preserved and stored on an annual basis for the congregation and kept in a suitable archive,

Treasurer – Shall be custodian of all funds of the congregation and shall disburse them in accordance with the decisions of the congregation. The Treasurer shall ensure an accurate accounting of the church activities is kept and will report to the Church Council and Congregation as called for by the Council. The Treasure shall also lead an annual budget preparation process and report actual results compared to an approved budget on a periodic basis.

- b. The officers shall be voting members of the congregation.
- c. Officers of this congregation shall serve in similar offices of the Church Council and shall be voting members of the Church Council.
- d. If the Church Council elects its officers, the president, vice president, and secretary shall be selected from the elected membership of the Church Council. [If the treasurer is not elected from the elected membership of the Church Council, the treasurer shall have voice but not vote at the meetings of the Church Council.]

- 11.02.** The officers identified in this Chapter 11 shall be elected by the Church Council by majority vote and shall serve for a three-year term or until their successors are elected. Their terms shall begin at the discretion of the council in order to ensure staggered terms.
- 11.03.** No officer shall hold more than one office at a time. No elected officer shall be eligible to serve more than two consecutive terms in the same office.
- 11.04.** If any elected office enumerated in this Chapter 11 becomes vacant, the Church Council shall elect a replacement as soon as practicable to serve the remainder of the unexpired term. The time served under this Section 11.04 shall not count for purposes of term limits.

## **Chapter 12.**

### **CHURCH COUNCIL**

- 12.01.** The voting membership of the Church Council shall consist of the pastor(s), the officers of the congregation, and two other members of the congregation. If the treasurer is not elected from the membership of the Church Council, the treasurer shall have voice but not vote. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Church Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Church Council without cause. Consistent with the laws of the state in which this congregation is incorporated, the congregation may adopt procedures for the removal of a member of the Church Council in other circumstances.
- 12.02.** The members of the Church Council except the pastor(s) shall be elected by majority vote at the annual meeting of the congregation. They shall serve terms of three years or until their successors are elected. Their terms shall begin on the Sunday immediately after the meeting at which they are elected. Newly elected Church Council members shall be

installed at worship on any Sunday prior to the date they assume office. Members shall be eligible to serve no more than two full terms consecutively.

- 12.03.** Should a member's place on the Church Council be declared vacant, the Church Council shall elect, by majority vote, a successor until the next annual meeting.
- 12.04.** The Church 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, the Lutheran Confessions and the faith and practice of the NALC. The duties of the Church Council shall include the following:
- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
  - b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
  - c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
  - d. To maintain supportive relationships with the pastor(s) and staff and help them annually to evaluate the fulfillment of their calling 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 foster resolution of such conflicts according to Biblical principles.
  - g. To arrange for pastoral service during the sickness or absence of the pastor.
  - h. To emphasize partnership with the NALC as well as cooperation with other Christian congregations, both Lutheran and non-Lutheran.
  - i. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- 12.05.** The Church Council shall be responsible for the financial and property matters of this congregation.
- a. The Church 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 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 a meeting of the congregation.
  - c. The Church Council may enter into contracts of up to \$1,000.00 for items not included in the budget and approve items in excess of that budgeted up to \$1,000 over budget. Items in excess of these amounts require congregational approval held at a legally called and held meeting for such purpose.
  - d. The Executive committee of the Church Council may approve items in excess of the limits established in 12.05.c if an emergency arises and an expenditure is needed for the safety and well – being of the Church and Church members. Such expenditure shall be discussed and subsequently ratified by the Church congregation at the next legally held meeting.
  - e. 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.,
  - f. 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 and to the regular forwarding of benevolence monies to designated recipients.

- g. The Church Council shall be responsible for this congregation's investments and its total insurance program.
- 12.06.** The Church Council shall see that the provisions of this constitution and continuing resolutions are carried out.
- 12.07.** The Church Council shall provide an annual review of the membership roster.
- 12.08.** The Church Council shall be responsible for the employment and supervision of the salaried lay workers of this congregation.
- 12.09.** The Church Council shall submit a comprehensive report to this congregation at the annual meeting.
- 12.10.** The Church 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.
- 12.11.** A quorum for the transaction of business shall consist of a majority of the members of the Church Council. In addition, the pastor or interim pastor must be present, except 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, or with the consent of the Bishop or Dean. In such a circumstance, the Church Council may not conduct any business beyond that which was included on the agenda as approved by the pastor, interim pastor, Bishop or Dean, as applicable. Chronic or repeated absence of the pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Church Council.

**12.12 Council Action by Unanimous Written Consent Without Meeting** - Any action required or permitted to be taken by the Council under any provision of law may be taken without a meeting, if all of the Council members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Council. Such action by written consent shall have the same force and effect as the unanimous vote of the Council. Any certificate or other document filed under any provision of law which relates to the action so taken shall state that the action was taken by unanimous written consent of the Council without a meeting.

**12.13 Waiver of Notice Attendance** - Any meeting of the Council will constitute a waiver of notice of such meeting except where such Council member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**12.14 Meetings by Remote Communications Technology** - Subject to the notice provision aforementioned in this Article, the Council may also hold meetings by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

### **Chapter 13.**

#### **COMMITTEES OF THE CONGREGATION**

- 13.01.** The officers of this congregation and the pastor shall constitute the Executive Committee.
- 13.02.** Other committees of this congregation may be formed, as the need arises, by decision of the Church Council.
- 13.03.** Duties of committees of this congregation shall be defined by the committee chair and approved by the church council,
- 13.04.** The pastor of this congregation shall be *ex officio* a member of all committees and boards of the congregation.

### **Chapter 14.**

#### **ORGANIZATIONS WITHIN THE CONGREGATION**

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

### **Chapter 15.**

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

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

- 15.03.** 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 shall impose one of the following disciplinary actions:
- a. censure before the council or congregation.
  - b. suspension from membership for a definite period of time; or
  - c. exclusion from membership in this congregation. Disciplinary actions b. and c. shall be delivered to the member in writing.
- 15.04.** 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.
- 15.05.** Disciplinary actions may be reconsidered and revoked by the Church Council upon receipt of (a) evidence that injustice has been done or (b) evidence of repentance and amendment.

## **Chapter 16.**

### **BYLAWS**

- 16.01.** This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- 16.02.** 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.
- 16.03.** Changes to the bylaws may be proposed by any voting member provided, however, (a) that such additions or amendments be submitted in writing to the Church Council at least [60] days before a regular or special Congregational Meeting called for that purpose and (b) that the Church Council notify the members of the proposal with any recommendations regarding the disposition of the proposal at least [30] days in advance of the Congregational Meeting.

## **Chapter 17.**

### **AMENDMENTS**

- 17.01.** Amendments may be proposed by at least two thirds voting members or by the Church Council. Proposals must be filed in writing with the Church Council [60] days before a regular or special Congregational Meeting called for that purpose. The Church Council shall notify the members of the proposal with the council's recommendations regarding disposition of the proposal at least [30] days in advance of the meeting.
- 17.02.** An amendment to this constitution, shall:
- a. be approved at a legally called Congregational Meeting according to this constitution by a [simple] majority vote of those present and voting.
  - b. be ratified without change at the next annual Congregational Meeting by a [two-thirds] majority vote of those present and voting; and
  - c. have the effective date included in the resolution and noted in the constitution.

## **Chapter 18.**

### **CONTINUING RESOLUTIONS**

- 18.01.** This congregation in a legally called Congregational Meeting or the Church Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
- 18.02.** Continuing resolutions shall be enacted or amended by a majority vote of a Congregational Meeting or a [two-thirds] vote of all voting members of the Church Council.

## **Chapter 19.**

### **INDEMNIFICATION & LIMITS OF LIABILITY**

**19.01** Limitations Of Liability - No person shall be liable to the Church on account of any action taken or omitted to be taken by him in good faith as a director, officer, member of a committee, agent or employee of the Church, if, in respect thereto, he used or exercised the same degree of care and skill as a prudent person would have used or exercised under the circumstances in the conduct of his own affairs. Without limitation on the foregoing, any such person shall be deemed to have used and exercised such degree of care and skill if he took or omitted to take such action in reliance in good faith upon advice of counsel for the Church, or reports or information made or furnished to the Church by any of its officers, or other experts employed by the Church, and selected, with reasonable care by the Church Council, an authorized officer, or committee of the Church.

**19.02** Indemnity - The Church shall indemnify and hold harmless each director, officer, member of a committee, agent or employee of the Church and each person who at any time acted in such capacity and his heirs, devisees, personal representatives and assigns, against all liability, loss, damage, judgments, expenses, and cost, including attorney's fees imposed on or incurred by him in connection with any claim asserted against him, by legal proceeding (civil or criminal) or otherwise by reason of his being or having been such director, officer, member of a committee, agent or employee of the Church, except in relation to matters as to which he shall have been adjudged guilty of negligence or misconduct in the performance of his duty; provided, that the church shall be given reasonable notice of the assertion or institution of such claim or proceeding, and, in the event the same shall be settled, in whole or in part, otherwise than by a judgment, the church or its legal counsel shall consent to such settlement and it shall be determined by its legal counsel or found by a majority of the Church Council then in office and not involved in such controversy, that such settlement was to the best interest of the church, and the person to be indemnified was not guilty of negligence or misconduct in respect to the matter in which indemnity is sought. If the church has not theretofore fully indemnified any such person, the court having jurisdiction of any action instituted by such person on his claim for indemnity, may assess indemnity against the Church, or its receiver, trustee or successor, for the amount paid or to be paid by such person in satisfaction of any judgment or in settlement of any such claims (exclusive in either case of any amount paid by the corporation) and any expenses and costs (including attorney's fees) incurred by him in connection therewith to the extent that the court shall deem reasonable and equitable, provided that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

**19.03** Right Cumulative - The provisions of the Article shall not be deemed exclusive or in limitation of, but shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which such director, officer, member of a committee, agent, or employee of the Church may be otherwise entitled.

19.04 Insurance - The church may, as the Church Council, direct, purchase and maintain such insurance on behalf of any person who is or at any time has been an officer of the Church, member of the Board of Directors, or Leadership Community, or ministry staff, or other agent of or in a similar capacity with the church, or who is or at any time has been, at the direction or request of the church, a Church Council member, officer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against or incurred by such person.

## **Chapter 20.<sup>2</sup>**

### **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 as decided by two thirds vote by the congregation members at the time of such event, or in the absence of such designation by the congregation, to the federal government, or to a state or local government, for a public purpose.

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<sup>2</sup> This chapter should be used only by congregations located in the United States which (a) desire inclusion in the NALC's group tax exemption ruling from the IRS, and (b) are NOT incorporated entities. Congregations which desire inclusion in the NALC's group tax exemption ruling and are incorporated entities should include this language in their Articles of Incorporation as filed with the government of their state or commonwealth.