



## **CONSTITUTION**

### **NORTH AMERICAN LUTHERAN CHURCH**

As adopted by the North American Lutheran Church  
at its founding Convocation on August 27, 2010.

**And**

With amendments adopted by the 2011 Convocation (August 15, 2011)  
and submitted to congregations for ratification (Ratified May 29, 2012).

**And**

With amendments adopted by the 2014 Convocation (July 24, 2014)  
and submitted to congregations for ratification (Ratified January 25, 2015).

**And**

With amendments adopted by the 2015 Convocation (August 14, 2015)  
and submitted to congregations for ratification (Ratified February 15, 2016)

# CONSTITUTION: NORTH AMERICAN LUTHERAN CHURCH

## **Article 1 - Name and Incorporation**

1.01 The name of this church shall be the North American Lutheran Church. The official abbreviation of this church shall be “the NALC.”

1.02 The NALC shall be incorporated, and Articles of Incorporation consistent with this Constitution shall be filed, under the laws of the State of Minnesota.

## **Article 2 – Confession of Faith**

The North American Lutheran Church confesses:

2.01 The Triune God - Father, Son, and Holy Spirit.

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,

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the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.

2.07 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.

2.08 The NALC honors and accepts The Common Confession (2005), attached in an appendix hereto, as a summary of teachings otherwise affirmed in the Lutheran Confessions.

### **Article 3 – Nature of the Church and the Ministry**

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 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.

3.03 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 members 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. The NALC is mission-driven, relying on the Holy Spirit to lead it.

3.04 To carry out its witness to the world, the Church structures itself both as congregations and in wider and more universal bodies. The NALC derives its character and polity both from the sanction of its congregations and from its nature as a manifestation of the universal assembly of all believers. The NALC understands itself to be within the one holy, catholic, and apostolic Church.

3.05 All 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 and assemblies of the NALC exist and exercise their ministry in the service of Christ and His authority.

3.06 Within the people of God and for the sake of the Gospel ministry, entrusted to all believers, God has instituted the office of the ministry of Word and Sacrament. To carry out this ministry the NALC ordains qualified persons, both men and women. Within the office of the ordained ministry is a ministry of oversight in the Church. In the NALC, this ministry of oversight includes a Bishop and others in leadership, who, in a collegial manner, serve the Church in Word and Sacrament, visit among the congregations, provide support for ordained ministers and congregations, participate in the process of doctrinal discernment, and authorize ordinations on behalf of the Church.

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3.07 Congregations exercise the critically important ministry within the mission of the NALC. Each congregation embodies the Church in its community or area of service. Simultaneously, and for the sake of mission, each congregation lives in cooperative partnership with other congregations and within the other structures of the NALC. All structures within the NALC affirm that they share a common mission: to bear witness to Christ.

3.08 The Holy Spirit calls, gathers, enlightens, and sanctifies all who believe in Jesus Christ to be priests for service to others in Jesus' name, and desires to make use of the spiritual gifts He has given through the priesthood of all believers. In its structures, the Church equips and supports its members for their ministries in the world and in the Church.

3.09 As the NALC reflects on and makes decisions regarding its mission, all ordained ministers and the lay delegates elected by the congregations, as well as congregations themselves, shall participate in the decision-making process of the NALC.

### **Article 4 – Ordained Ministry**

4.01 Ordination, and reception of ordained ministers, shall be a function of the NALC. The NALC shall ordain both men and women to the office of Word and Sacrament. The Executive Council shall define the standards of acceptance into, and continuance in, the ordained ministry of the NALC. The Executive Council shall publish the current standards in a form that is readily available to all ordained ministers and congregations of the NALC.

4.02 Ordained ministers shall preach the Gospel, administer the Sacraments, and carry out other forms of ministry according to their call. Ordained ministers shall be the chief evangelists in their ministries.

4.03 Ordained ministers shall preach and teach in accordance with the confession of faith of the NALC, shall lead lives befitting their holy office, and shall honor the standards established by the NALC for the office of Word and Sacrament.

4.04 Subject to Executive Council approval, an ordained minister of the NALC may be a member of a congregation of another Lutheran church body, provided that the confession of faith and practice of such congregation are compatible with the NALC's. The Executive Council shall publish the process to be used in deciding whether to approve such membership, along with the standards to be applied, in a form that is readily available to all ordained ministers and congregations of the NALC.

4.05 No person who belongs to any organization which claims to possess in its teachings and ceremonies that which the Lord has given solely to His Church shall be ordained or otherwise received into the ministry of the NALC, nor shall any person so ordained be retained in its ministry if such person subsequently joins such an organization. Violation of this rule shall make such minister subject to discipline.

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### **Article 5 – Commissioned Lay Ministry**

5.01 Commissioning and reception of lay ministers shall be a function of the NALC. The Executive Council shall define the standards of acceptance into, and continuance in, commissioned lay ministry. The Executive Council, subject to ratification by the Convocation, is empowered to define the role of commissioned lay leaders within the NALC. This includes the authority to include all commissioned lay ministers in a single category or to create more than one category of lay ministry, each with distinct roles and responsibilities.

### **Article 6 – Membership and Property**

6.01 The NALC is a member organization made up of congregations and ordained ministers. The Executive Council shall establish the processes for admission into membership and shall publish those processes in a form that is readily available to all ordained ministers and congregations of the NALC and to those interested in NALC membership. One of the requirements for membership shall be to subscribe in writing to the Constitution of the NALC. A congregation shall indicate its intention to join the NALC through the procedures specified by its own constitution and bylaws.

6.02 The NALC shall have no right to or interest in the property of any congregation unless the congregation has expressly conveyed such a right or interest to the NALC.

6.03 A congregation of the NALC may be a member of other Lutheran church bodies, provided that the confession of faith and practice of such congregation is compatible with the NALC's, as determined by the Executive Council. The Executive Council shall publish in a form that is readily available to all NALC ordained ministers and congregations the process that it will use and the standards that it will apply in executing this Section 6.03.

6.04 A congregation of the NALC may only call ordained ministers and appoint commissioned lay leaders who are members of or are otherwise authorized by the NALC.

6.05 Prior to each annual Convocation, the NALC shall calculate for each congregation a benevolence share of the proposed NALC annual budget based on congregational size and resources.

6.06 A congregation may terminate its relationship with the NALC through the procedures specified by its own constitution and bylaws.

6.07 To hold office in the NALC or to serve as a delegate to any Convocation, an individual must hold associate or voting membership in an NALC congregation.

### **Article 7 – Annual Convocation**

7.01 A Convocation of the NALC shall be held annually.

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7.02 Delegates with voting privileges at a Convocation shall be the ordained ministers of the NALC and at least an equal number of laypersons. Each congregation of the NALC shall elect one lay delegate to the Convocation for every 750 baptized members, or fraction thereof, of such congregation. For purposes of determining the number of lay delegates that a congregation may elect, associate members (those holding primary membership in another congregation) shall not be counted. In the event that the total number of lay delegates elected pursuant to the preceding sentence is less than the total number of ordained ministers, the Executive Council shall apportion additional lay delegates based on the relative size of the congregations of the NALC. To the extent appropriate to maintain good order, and subject to any action by the Convocation, the Executive Council may adopt procedures relating to the timing of delegate selection and to verifying the credentials of all delegates.

7.03 All members of the Convocation are delegates and as such represent their congregations.

7.04 The responsibilities of the annual Convocation shall include: election of the Bishop, the Executive Council, and any other position requiring election; adoption of a budget for the subsequent calendar year; consideration of teaching statements; reception of reports; and other items of business as may be determined by the Executive Council or by the Convocation.

7.05 Teaching statements must be endorsed by the Bishop prior to being submitted to the Convocation, and shall require for approval at least two-thirds of the votes cast. Teaching statements so approved shall not become effective until ratified pursuant to the procedures in Section 17.03.

7.06 Special Convocations may be called for specified purposes by the Bishop or by the Executive Council.

7.07 *Robert's Rules of Order*, latest edition, shall govern the business of a Convocation absent the approval by the Convocation of alternative rules of procedure by at least two-thirds of the votes cast. The quorum for any Convocation shall be 50% of all delegates certified in accord with the process established in advance by the Executive Council or at its direction. The Bishop or the Bishop's designee shall preside over all Convocations. If neither the Bishop nor a designee of the Bishop is available, a Convocation may select a delegate to preside.

### **Article 8 – Bishop**

8.01 The Bishop shall be an ordained minister who is a member of the NALC. The Bishop shall serve as the chief pastor and chief evangelist of the NALC, responsible for ensuring the priority of the Great Commission (Matthew 28: 16-20) in the life of the church.

8.02 The Bishop shall carry out a pastoral ministry within the church, serving as pastor for the ordained ministers and congregations of the NALC. The Bishop shall preach the

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Gospel, forgive sins, administer the Sacraments, and judge doctrine. (Augsburg Confession XXVIII) The Bishop shall carry out a ministry of visitation throughout the church, will be a defender of the faith, and will promote the mission of the church. The Bishop shall be the chief ecumenical officer of the NALC.

8.03 The Bishop will, with the concurrence of the Executive Council, authorize all ordinations to the ministry of Word and Sacrament. The Bishop will normally conduct the rite of ordination. A candidate for the ministry may submit a request to the Bishop to appoint a particular ordained minister to preside at the ordination on behalf of the church, which shall be approved absent extraordinary circumstances.

8.04 The Bishop shall be the chief executive officer of the NALC, and will serve in a collegial manner with other leaders of the NALC. The Bishop shall have both voice and vote ex officio in all committees, task forces, and similar bodies of the NALC.

8.05 The Convocation shall elect the Bishop from a ballot consisting of candidates identified by the Nominating Committee and any candidates nominated from the floor. The Nominating Committee shall include on the ballot all candidates who (a) have been nominated by an NALC congregation or by the Executive Council; (b) have agreed to serve if elected; and (c) have provided the information requested from all candidates by the Nominating Committee. Any Convocation delegate may nominate an additional candidate, whose name shall be added to the ballot if (a) the candidate agrees to serve if elected; and (b) the candidate provides the information provided by other candidates to the Nominating Committee. Information on all candidates other than those nominated from the floor shall be provided to the members of the NALC no later than 90 days prior to a Convocation that will elect a Bishop.

8.06 On any ballot for Bishop, any candidate who receives a majority of the votes cast shall be elected. If no candidate receives a majority on the first ballot, all but the top four candidates by votes received, including ties, shall be eliminated. Thereafter, if no candidate receives a majority, the candidate receiving the fewest votes, plus ties, shall be eliminated until two candidates remain. When two candidates remain, voting shall continue until one candidate receives a majority.

### **Article 9 – Officers and Staff**

9.01 In addition to the Bishop, the other officers of the NALC shall be a Recording Secretary and a Treasurer. The Recording Secretary and the Treasurer shall be appointed by the Executive Council.

9.02 The Bishop and other officers of the NALC shall serve four-year terms. The Bishop shall be eligible to serve a maximum of three consecutive terms. For purposes of this Section, service on an interim basis for less than one year shall not constitute a term. The terms for all officers shall begin on the October 1 immediately following election and shall end on September 30 four years later.

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9.03 The Recording Secretary shall assure that proper records are made and retained. Among other things, the Recording Secretary shall assure the maintenance of current lists of (i) ordained ministers of the NALC; (ii) congregations of the NALC; and (iii) commissioned lay leaders of the NALC. These lists shall be published in a form that is readily available to all ordained ministers and congregations of the NALC. The lists maintained by the Recording Secretary shall be used to determine who may participate in Convocations and exercise other rights of membership.

9.04 The Treasurer shall be the chief financial officer of the NALC, overseeing the receiving and disbursing of all funds and keeping accurate accounts of all transactions. Further, the Treasurer shall make complete and accurate reports for review by all members of the NALC.

9.05 A General Secretary shall be appointed by the Bishop, and confirmed by the Executive Council, to carry out the ministry of the NALC. The General Secretary shall be accountable to the Bishop. The Bishop shall be empowered to remove the General Secretary after consulting with the Executive Council.

9.06 The General Secretary shall be a full-time staff position and shall function as the chief operating officer of the NALC, managing its day-to-day administrative functions. The Bishop, with the concurrence of the Executive Council, shall develop a job description for the General Secretary.

9.07 The NALC shall be empowered to hire pastoral, programmatic, and support staff as needed to carry out its mission.

9.08. In the event of vacancy in the office of Bishop, the Executive Council shall appoint a Bishop to fill the vacancy on an interim basis. The next annual Convocation shall elect a Bishop, who shall take office for a four-year term beginning the following October 1. In the event of vacancy in the office of Recording Secretary or Treasurer, the Executive Council shall appoint an interim to fill the vacancy until the following October 1, when the successor elected by the Executive Council shall take office for a four-year term. If the vacancy in the office of Recording Secretary or Treasurer occurs in September of any year, the Executive Council may choose to extend the term of an interim until October 1 of the next calendar year, when the successor would begin a four- year term.

9.09 The Executive Council is empowered to suspend the Bishop by a three-quarters vote of all members, excluding the Bishop, for cause, as outlined in the provisions for discipline in Section 14.01, in consultation with the Court of Adjudication and the Commission on Theology and Doctrine. The Executive Council will appoint an interim Bishop to exercise the office until the next annual Convocation. The next annual Convocation may subsequently remove the suspended Bishop by a two-thirds vote and set in motion a process for the election of a successor according to Article 8. In case of death or disability precluding the exercise of the office, the Executive Council may appoint an interim Bishop to serve until the next annual Convocation.



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### **Article 10 – Executive Council**

10.01 The Executive Council shall consist of the Bishop and eight elected members, four of whom shall be ordained ministers of the NALC and four of whom shall be lay voting or associate members of NALC congregations. The term for elected members shall be four years. No member of the Executive Council, except the Bishop, may serve more than two consecutive full terms. A partial term of more than two years shall be considered a full term. The General Secretary, Recording Secretary, and Treasurer shall have voice but not vote on the Executive Council. The Bishop shall preside over the Executive Council meetings. If the Bishop is unavailable, the Executive Council shall select one of its other members to preside.

10.02 The terms of elected members shall be staggered such that one ordained minister and one lay member will be elected at each annual Convocation. Each term shall begin on the October 1 immediately following the annual Convocation and shall end on the September 30 four years later. In the event of a vacancy, the Executive Council may appoint an interim replacement, who will serve until the next October 1. The next annual Convocation shall elect a permanent replacement, who shall serve the remainder of the term to which the original holder of the seat had been elected. If necessary to create or maintain staggered terms, an annual Convocation may elect an Executive Council member for a term of less than four years.

10.03 The Executive Council shall submit to each Convocation for confirmation not more than five names of persons to serve as members of the Nominating Committee until the subsequent Convocation. The Executive Council may fill any subsequent vacancies that occur on the Nominating Committee. The Nominating Committee, after soliciting names from congregations, shall place in nomination at least two names of candidates for each seat on the Executive Council to be elected pursuant to Section 10.02. Supporting biographical information shall be made available to the members of the NALC no less than 90 days prior to the Convocation. Three or more delegates representing at least three congregations may together submit an additional nomination in writing. To be in order, the nomination, together with supporting biographical information, must be submitted to the Nominating Committee no later than 45 days prior to the Convocation. No member of the Executive Council shall serve on the Nominating Committee.

10.04 During the interim between Convocations, the Executive Council shall implement the work and policies of the NALC and shall act for the NALC, subject in all matters to review of its actions by subsequent Convocations.

10.05 The duties and function of the Executive Council shall be to:

- a. Act as Board of Directors for the corporation of the NALC.
- b. Establish policies and procedure to guide the Executive Council and staff.
- c. Ensure financial integrity and, to the extent possible, solvency.
- d. Oversee an annual audit to be conducted with a qualified outside firm.
- e. Ensure and approve long-range planning for the NALC to be presented at the annual Convocation.

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- f. Prepare the proposed annual budget, including an estimate of the percentage of congregational income required to fund the budget, set salaries, and provide for fiduciary oversight for the NALC.
- g. Approve a proposed agenda and program for each Convocation.
- h. Issue letters of call under special jurisdiction, and for special service, in order to fulfill the obligations of the NALC.
- i. Create and oversee committees and task forces appointed to assist the Executive Council in carrying out its duties as needed.
- j. Adjust the budget approved by the annual Convocation as prudence dictates in response to changed financial circumstances.
- k. Exercise the authority and responsibility delegated to boards of directors by applicable law.
- l. Report all actions to the next annual Convocation.

10.06 The Executive Council is empowered to suspend any member of the Executive Council by a three-quarters vote of all members for cause, in consultation with the Court of Adjudication and the Commission on Theology and Doctrine. The Executive Council may appoint an interim replacement until the next annual Convocation. The Executive Council is empowered to suspend or remove any other elected officer by a three-quarters vote of all members.

### **Article 11 – Regional Subdivisions**

11.01 Congregations shall join in collaboration to fulfill most effectively the ministry and mission of the NALC, normally based on common geographic boundaries. Such organization shall be done in consultation with the Bishop and subject to the approval of the Executive Council.

11.02 Each regional group of congregations shall adopt appropriate governing documents that are consistent with the governing documents and practice of the NALC and shall include election of a Dean, adoption of a budget, and provision for supervision, mutual support of member congregations, and procedures necessary for carrying out its mission and ministry.

11.03 The Deans, who shall be ordained ministers of the NALC, shall be accountable to the Bishop and work with the Bishop by conducting similar functions in their respective areas. Deans shall serve as pastor to ordained ministers, their families, and congregations, and will conduct a ministry of teaching and visitation with ordained ministers and congregations. Deans may continue to serve under the call of a congregation.

### **Article 12 – Theological and Doctrinal Commission**

12.01 The Bishop, with the consent of the Executive Council, shall appoint the members of the Commission on Theology and Doctrine. At least two-thirds of the commission members shall be theologians who are members of a congregation of the NALC. Lutheran theologians who are not members of a congregation of the NALC may be appointed provided that they agree to honor and observe the NALC's Confession of

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Faith and practice in their work with the NALC. The Bishop, with the consent of the Executive Council, shall be empowered to define terms of office for the commission, to remove members of the commission, and to fill vacancies on the commission as vacancies arise. The Bishop shall be an ex officio member.

12.02 The Commission on Theology and Doctrine shall consider topics of a theological nature, implement theological conferences as may be appropriate, draft statements of a theological nature, and may recommend the adoption of statements by the appropriate bodies of the NALC. Additionally, the Commission on Theology and Doctrine shall provide oversight and coordination for the inter-Lutheran and ecumenical ministry of the NALC, working together with the NALC executive staff. The Commission will also provide educational and other resources that will interpret the ministries of the NALC.

### **Article 13 – Church-to-Church Relationships**

13.01 Led by the Bishop as chief ecumenical officer, the NALC shall participate in inter-Lutheran, ecumenical, and inter-religious relationships as a part of its ministry and mission. These relationships may vary from one another in character on a case-by-case basis.

13.02 All inter-Lutheran and ecumenical church-to-church relationships of an official character shall require the approval of two-thirds of the votes cast at a Convocation, and shall require ratification by congregations pursuant to the provisions of Section 17.03.

### **Article 14 – Discipline**

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

14.02 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.

14.03 A congregation shall be subject to discipline for:

- a. Departing from the faith confessed by the NALC.
- 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.

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- 14.04 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.

14.05 The Executive Council is empowered to design and implement the 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 for in Sections 14.04(b) and (c) shall require a vote of three-fourths of the elected members of the Executive Council. The Bishop shall have no vote on the Executive Council in connection with discipline cases.

### **Article 15 – Court of Adjudication**

15.01 There shall be a Court of Adjudication consisting of seven members, each elected to a four-year term by the annual Convocation. Each term shall begin on the October 1 immediately following the annual Convocation and shall end on September 30 four years later. Terms shall be staggered so that two seats will be open each year, except that every fourth year, only one seat will be open. If necessary to create or maintain staggered terms, an annual Convocation may elect a Court member for a term of less than four years. The Nominating Committee, after soliciting names from congregations, shall place in nomination one or more names of candidates for each seat that needs to be filled effective on the upcoming October 1. Supporting biographical information shall be made available to the members of the NALC no less than 90 days prior to the Convocation. Three or more delegates representing at least three congregations may together submit an additional nomination in writing. To be in order, the nomination, together with supporting biographical information, must be submitted to the Nominating Committee no later than 45 days prior to the Convocation. If more than one seat is open for the same term of years, the seats shall be filled using a single ballot that includes all candidates. Those receiving the highest number of votes shall be elected. No member of the Court shall serve on the Nominating Committee.

15.02 The Executive Council may fill any midterm vacancy. The Executive Council's appointment shall be subject to confirmation at the next Convocation. If the Convocation chooses not to confirm the appointment, it shall elect an alternative member to fill the remainder of the unexpired term.

15.03 The Court shall have jurisdiction to decide (a) appeals from disciplinary decisions; (b) questions regarding interpretation of the NALC's governing documents put to the Court by a Convocation, the Executive Council, or a regional entity of the NALC; and (c) claims that any person, body, or entity has violated the governing documents of the NALC either through action or inaction, provided that such a claim may be brought only by a person affected directly by the challenged action or inaction. If the Court must answer a theological question to decide a matter, the Court shall refer the question to the Commission on Theology and Doctrine. The Court shall be obligated to accept the guidance of the Commission on Theology and Doctrine.

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15.04 The Court shall draft rules of procedure sufficient to ensure fairness to all interested parties and to enable the Court to reach informed decisions. These rules, which shall be subject to Executive Council approval, shall require the Court to reduce to writing all dispositive interpretations of NALC governing documents and to publish these writings in a form reasonably available to all within the NALC, provided that confidential information shall not be included in the published writing.

15.05 The Convocation may overturn any Court interpretation of an NALC governing document using the same process as that required to amend the governing document at issue.

15.06 Upon the recommendation of the Court, the Executive Council is empowered to remove any member of the Court by a three-quarters vote of all members.

### **Article 16 – Indemnification**

16.01 Any person who at any time shall serve or shall have served as a director, officer, or employee of the NALC, or of any other enterprise at the request of the NALC, and the heirs, executors, and administrators of such person shall be indemnified by the NALC in accordance with, and to the fullest extent permitted by, Minnesota Statutes Section 317A.521, as it may be amended from time to time.

16.02 Nothing contained in this Article 16 shall affect any rights to indemnification to which the personnel of the NALC may be entitled by contract or otherwise under law.

16.03 The NALC may, but shall not be required to, purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against or incurred by the person in or arising from that capacity, regardless of whether the NALC would have been required to indemnify the person against the liability.

### **Article 17 – Amendment**

17.01 The Executive Council may propose amendments to this Constitution to be considered by a Convocation. No later than 90 days before the beginning of the Convocation at which it is to be considered, the Bishop shall give written notice of each amendment proposed by the Executive Council. The approval of such an amendment shall require a two-thirds majority vote of the delegates present and voting at such Convocation.

17.02 A minimum of twenty-five delegates to an annual Convocation may propose an amendment to the Constitution. The adoption of such an amendment shall require a two-thirds majority vote of the delegates present and voting at such Convocation as well as the subsequent annual Convocation. Amendments approved pursuant to this Section 17.02 shall be submitted to congregations for ratification after approval by a second consecutive annual Convocation.

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17.03 Notwithstanding the foregoing, any amendment to this Constitution, prior to becoming effective, must be ratified by a two-thirds majority of congregations (i) that belonged to the NALC at the close of the Convocation that approved the amendment and (ii) that within six months after the close of the Convocation have voted on ratification in and through properly called congregational meetings. Within 30 days after the conclusion of a Convocation, the Bishop shall give written notice to all ordained ministers and congregations of any constitutional amendments approved by the Convocation. The notice shall include the full text of all approved amendments and shall explain the rights of congregations with respect to the ratification of the amendments. As a responsibility of NALC membership, congregations are expected to vote on the ratification of proposed constitutional amendments. For ratification to be valid, at least 50% of congregations belonging to the NALC at the close of the Convocation that approved the amendments must have voted on the question. Abstentions shall not be considered for purposes either of counting the number of congregations that have voted on ratification or of determining whether the two-thirds majority has been achieved. As soon as possible after the close of the six-month period for congregational consideration of proposed constitutional amendments, the Bishop shall give written notice to all ordained ministers and congregations regarding whether the proposed amendments have been ratified. Unless the terms of a proposed amendment specifically state otherwise, all ratified constitutional amendments enter into force as of the end of the congregational ratification period. Teaching statements adopted pursuant to Section 7.05 and ecumenical agreements or relationships approved pursuant to Section 13.03 shall be subject to the ratification process set out in this Section 17.03.

### **Article 18 – Bylaws**

18.01 Bylaws not in conflict with this Constitution may be adopted or amended by a majority vote of a Convocation.

**APPENDIX: 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.

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