

Recommendations: Constitutional Amendments



Evangelical Lutheran Church in America
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AMENDMENTS TO THE ELCA CONSTITUTION, BYLAWS, AND CONTINUING RESOLUTIONS TO IMPLEMENT THE REPORT AND RECOMMENDATIONS OF THE TASK FORCE FOR LIVING INTO THE FUTURE TOGETHER (LIFT): RENEWING THE ECOLOGY OF THE ELCA

Background

The Church Council has the responsibility for submitting recommendations for action by the 2011 Churchwide Assembly. For constitutional amendments, a six-month notice to the synods is required for adoption of such amendments in one Churchwide Assembly (churchwide constitutional provision 22.11.a.). Notice of proposed bylaws and continuing resolutions also is provided to the synods. The proposed amendments are distributed to assembly voting members in the *Pre-Assembly Report* and to congregations in the *Pre-Assembly Report to Congregations* (available online).

Adoption of new provisions and bylaws or amendments to existing provisions and bylaws requires a two-thirds vote of those assembly voting members present and voting (22.11.a. and 22.21.). Approval of continuing resolutions requires a majority vote of the Churchwide Assembly (22.31.). The Church Council considered the proposed amendments at its meeting on November 12–14, 2010, and voted to recommend their adoption to the 2011 Churchwide Assembly.

The full report of the Living Into the Future Together (LIFT) task force with recommendations is in the *Pre-Assembly Report*, section V, and additional background information and action items are in the *Pre-Assembly Report*, section IV. One section of the report focused on the structure and governance of this church, and implementation of these recommendations requires changes to the ELCA *Constitutions, Bylaws, and Continuing Resolutions*.

The following is an excerpt from the LIFT report and recommendations, pp. 16–17:

The task force recommends that the structure and governance of this church be constituted in ways that are aligned with its governing documents and strategic priorities, provide broad-based communal discernment and allow legislative work to be accomplished efficiently and effectively. These conclusions affirm the theology, purposes and foundational principles of organization found in Chapters 2 (Confessions of Faith), 3 (Nature of the Church), 4 (Statement of Purpose), 5 (Principles of Organization), and 8 (Relationships) of the *Constitution, Bylaws and Continuing Resolutions of*

the Evangelical Lutheran Church in America. In reaching these conclusions, the task force specifically affirms interdependence as a central principle in the ELCA and reiterates this church's commitment to inclusivity.

At the same time, the task force recognizes the importance of ongoing discussion and evaluation regarding both the ways legislative decisions are made and the underlying principles of organization and relationships reflected in the governing documents. These recommendations also recognize the importance of creating non-legislative gatherings to address missional and theological issues and strengthen leadership development and interdependence as identified in the previous section.

In compliance with the *Constitution, Bylaws and Continuing Resolutions of the Evangelical Lutheran Church in America*, specific governance and structure amendments were developed and submitted to the Church Council. These were submitted separately to the Church Council in November 2010 to comply with constitutional notice requirements. The Church Council recommended approval to the 2011 Churchwide Assembly of the amendments . . . below.

The task force recommends that:

1. The ELCA Churchwide Assembly
 - Move to a triennial cycle for the Churchwide Assembly after 2013.
 - Explore opportunities for synodical, regional, and leadership gatherings.
 - Reduce the number of advisory members paid by the churchwide organization to attend the Churchwide Assembly and request that other organizations provide expenses for their leaders who attend.
2. The ELCA Church Council
 - Enlarge the Church Council to a range of 33–45 members (plus officers), with the added members nominated by the Nominating Committee based upon demographics, experience, and expertise in Church Council responsibilities.
 - Reduce the number of advisory members paid by the churchwide organization to attend Church Council meetings.

3. The Conference of Bishops
 - Provide voice and vote on the Church Council to the chair of the Conference of Bishops.
 - Expand the role of the Conference of Bishops in its consultative capacity with the Church Council and strengthen the interdependent relationships in this church.
4. Program committees
 - Eliminate program committees for churchwide units and develop new strategies for obtaining input from constituencies.
5. Interrelationships and Networks
 - Develop intra-synodical and inter-synodical networks that organize for unified and specific purposes, have fluid and flexible structures and serve to strengthen relationships among congregations and synods.

Recommendation for Assembly Action

To adopt *en bloc*, with the exception of such amendments as may be considered separately, the following amendments to the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*:

A. LIFT Recommendations: Churchwide Assembly

The LIFT task force concluded that the legislative and oversight functions of the Churchwide Assembly described in the governing documents should not be altered at this time. In addition, it concluded that the size of the Churchwide Assembly and the method of allocation of voting members, which provides for elected voting members from synods, are appropriate. The LIFT task force believes, however, that current economic realities in the churchwide organization and throughout the ELCA militate for changing the cycle of the Churchwide Assembly, with non-legislative functions of the assembly addressed in other ways. This will facilitate more time for preparation and implementation of legislative actions and will allow greater focus on missional activities in non-Churchwide Assembly years. In addition, the category of advisory members should be eliminated or amended; whether categorized as advisory members or guests, such persons should attend at the expense of their organizations or alternative funding sources obtained. Guests should be encouraged to attend at their own expense. Technological

options also should be explored and expanded to broadcast the assembly to a wider audience and to disseminate more broadly its activities.

8.32.02. Colleges and universities of the Evangelical Lutheran Church in America may relate to this church in various ways, including relationship with the Churchwide Assembly, a synodical assembly, or a corporation whose voting members are, or have been elected by, synodical assemblies, other organizational units (conferences, clusters, etc.), or congregations. Subject to approval by the appropriate synods, a college or university may be owned by a not-for-profit corporation (1) that has voting members, at least 90 percent of whom shall consist of members of the **biennial** Churchwide Assembly, and (2) that shall hold the **biennial** meeting of such a corporation in conjunction with the Churchwide Assembly for the purpose of electing or ratifying members of the governing board and approving amendments to the governing documents. At least 60 percent of the members of the governing boards of the corporations that meet in conjunction with the Churchwide Assembly shall be members of this church.

12.31. **The assembly shall meet biennially in regular session through 2013, and triennially thereafter.** Special meetings may be called by a two-thirds vote of the Church Council. The purpose for a special meeting shall be stated in the notice.

12.31.A11. To implement the transition to a triennial cycle, the Church Council shall make recommendations to the 2013 Churchwide Assembly regarding elections to the Church Council, boards, and committees. This continuing resolution shall expire upon adjournment of the 2013 Churchwide Assembly.

14.41.C0511. **Planning and Evaluation Committee**
*A Planning and Evaluation Committee shall be composed of members of the Church Council elected by the council and shall have staff services provided by the Office of the Presiding Bishop. This committee shall assist the presiding bishop in coordinated, strategic planning for the work of the churchwide organization. This committee also shall be responsible for the ongoing evaluation of churchwide units and the structure of the churchwide organization, making recommendations to the Churchwide Assembly through the Church Council. This committee shall establish a process for a periodic review of all churchwide units. Further, in consultation with the executive for administration, this committee shall evaluate and report annually to the Church Council and **biennially** to the Churchwide Assembly on how the churchwide organization complies with and implements commitments and*

policies adopted by the Churchwide Assembly and the Church Council.

19.21.B0511. *On behalf of the Nominating Committee, the secretary of the Evangelical Lutheran Church in America—in the first half of the biennium year preceding each regular meeting of the Churchwide Assembly—shall solicit from eligible synods on a rotating basis the names of two persons in specified categories, in keeping with the representation principles of this church, for possible election to the Church Council. Upon their selection by the assemblies of the respective synods, the names of the two persons shall be presented to the Nominating Committee for submission to the Churchwide Assembly. In the event that any nominee withdraws or is disqualified from possible service, the Nominating Committee shall submit a replacement name from the same synod as the original nominee. In the event that the vacancy occurs subsequent to the preparation of the report of the Nominating Committee to the Churchwide Assembly, a floor nomination shall be provided from the same synod as the original nominee. Except as provided herein, no floor nominations for positions on the Church Council shall be permitted at the Churchwide Assembly.*

Note: Bylaw amendment 12.41.31. in the Program Committee section (below) addresses advisory members.

B. LIFT Recommendations: ELCA Church Council and the Conference of Bishops

The LIFT task force believes that the current size of the Church Council is in a reasonable range from a governance perspective. Given the current number of synods, it would not be desirable, either from a cost standpoint or a governance perspective, to increase the size of the Church Council to 69 members. Further, increasing the size to 69 by election of a voting member from each synod would not address the issue of ensuring the requisite skills and expertise of the council. It also necessarily would increase the role of the Executive Committee.

Foundational principles of the ELCA call for equitable representation of the people of God in this church. Lutheran tradition also emphasizes that life in the church be maintained decently and in order. The LIFT task force believes that the size of the Church Council is reasonable, although a range in size would be desirable. However, changes in the method that some members are elected for the sake of suitable representation from the membership of the ELCA and for the sake of good order in ELCA

governance are recommended. Specifically, it is desirable to elect some members to the Church Council who have the skills and expertise crucial to the governance of the churchwide organization. These people with specialized skills can be elected with specific and current issues in mind rather than assigning a “slot” or “category” for a theologian, lawyer, accountant or the like. Efforts should be undertaken to draw people with the necessary experience and expertise from as wide a pool of this church as possible.

In an era of reduced mission support, the current number of advisory members, whose expenses are borne by the churchwide organization, is not financially justifiable. Input from constituencies can be provided in other ways.

The LIFT task force also believes that the Conference of Bishops is underutilized as a resource in this church. However, options to expand the role legislatively would be inconsistent with the history and polity of this church, and amending the governing documents to specify a role in particular circumstances is complex and raises the possibility of unintended consequences. Therefore, the task force recommends expanding the role of the Conference of Bishops in its consultative capacity by developing practices and procedures for the Church Council to refer issues to it and for the Conference of Bishops to make recommendations to the Church Council. However, no change in the governing documents regarding the legislative role of the Conference of Bishops is recommended.

Within the existing framework, the Church Council should work proactively to elicit input and recommendations from the Conference of Bishops as part of the legislative decision-making process, and the Conference of Bishops should work proactively to provide specific input and recommendations on important policy issues. This process for cross-referral could include requests for theological papers or input on important issues, as well as convening other tables across synodical lines to address issues of importance to this church.

A recommended change is to provide for the chair of the Conference of Bishops to be an *ex officio* member of the Church Council and the Executive Committee (i.e., a voting member by virtue of the bishop’s position). Liaison bishops provide an important input to the Church Council, but having the chair of the Conference of Bishops serving as a full voting member of the Church Council and the Executive Committee strengthens the governance connection between the groups and will facilitate the opportunity for cross-referral of matters from one group to the other.

14.31. The voting members of the Church Council shall consist of the four churchwide officers, the chair of the Conference of Bishops, and at least 33 and not more than 45 other persons, elected by the Churchwide Assembly.

14.32.01. The Church Council shall have as liaison members nine synodical bishops, each elected by the Conference of Bishops to one four-year term. One bishop shall be elected from each region. In addition, the chair of the Conference of Bishops shall be present for meetings.

[Alternative amendment proposed in general CBCR amendments.]

~~14.32.02. The Church Council shall have two youth advisory members, each elected by the board of the youth organization of this church to a three-year term. [Alternative amendment proposed in general CBCR amendments.]~~

~~14.32.03. The Church Council shall have as advisory members each president, or the designated representative of the president, of the African American Lutheran Association in the ELCA, the Association of Lutherans of Arab and Middle Eastern Heritage, the Association of Asians and Pacific Islanders in the ELCA, the Association of Latino Ministries in the ELCA, the American Indian and Alaska Native Association in the ELCA, and the European-American Association in the ELCA.~~

~~14.32.04. One individual representing this church's seminaries, one individual representing the ELCA-related colleges and universities, and one individual representing the social ministry organizations, chosen by the respective associations of these institutions and agencies, shall serve as advisory members of the Church Council.~~

~~14.32.A10. The chairs of the program committees for the Congregational and Synodical Mission unit and the Global Mission unit shall serve as advisory members of the Church Council with voice but not vote. In addition, the chairs of the respective boards of trustees of the Publishing House of the ELCA and Women of the ELCA shall serve as advisory members of the Church Council with voice but not vote.~~

19.02. The members of the Church Council shall be elected by the Churchwide Assembly. Each biennium In preparation for the Churchwide Assembly, the Church Council shall determine how this church's commitment to inclusive representation will affect the next election to the Church Council. For 33 of the council members, the Nominating Committee shall invite each eligible synod to submit suggested nominees and shall then nominate persons who fulfill the categories assigned by the Church

Council. With respect to the other nominees, the Church Council shall review its size and composition and take into consideration the experience and expertise of existing members and synodical nominees as well as the needs of the council in seeking to fulfill its duties and responsibilities. Based upon this analysis, the Church Council shall instruct the Nominating Committee to provide nominations in specific categories for the remaining positions. Excluding the churchwide officers, there shall not be more than one-two members of the Church Council from a synod, nor shall more than two-thirds of the synods in a region have members on the Church Council at the same time. The Church Council shall have at least one member from each region. The terms of office of persons elected to regular terms on the Church Council by the Churchwide Assembly shall begin at the conclusion of the Churchwide Assembly at which such persons were elected.

C. LIFT Recommendations: Program Committees

The LIFT task force recommends amending the governing documents to eliminate program committees and to reallocate their responsibilities to a committee of the Church Council.

1. A single Church Council committee—the Planning and Evaluation Committee or a newly configured committee—would receive reports on policies and strategies from all program units on a regular basis, probably at least yearly. Such a committee would have the advantage of receiving reports from all units and would be able to synthesize them and make coordinated recommendations to the Church Council. While this approach would expand the work of members of the Church Council, it would facilitate the coordination of oversight responsibilities and substantially reduce costs associated with the meetings of individual program committees.
2. If additional reporting and/or oversight are needed or desirable, meetings by teleconference or webinars can be arranged. If special expertise is needed, guests can be invited to participate in the meetings.
3. Methods need to be explored and developed to obtain input from congregations, synods and individual members and to disseminate information regarding the work of program units more effectively.

11.35. Each program unit shall relate to a program committee and each separately incorporated unit shall be governed by a board.

[Alternative amendment proposed in redesign amendments.]

12.41.31. Members of the Church Council, unless otherwise elected as voting members, shall serve as advisory members of the Churchwide Assembly. Likewise, program committee chairpersons and board chairpersons or their designees, and the president of the Lutheran Youth Organization or a designee, unless elected as voting members, shall serve as advisory members of the Churchwide Assembly. In addition, executive directors of units of the churchwide organization, churchwide program units, executive directors of churchwide service units, executives for sections related to the officers, presidents of separately incorporated churchwide units, the executive for administration, and executive assistants to the presiding bishop other persons from the churchwide organization designated by the presiding bishop shall serve as advisory members of the Churchwide Assembly. The Church Council also may designate other persons as advisory members of the Churchwide Assembly.

[Alternative amendment proposed in redesign amendments.]

13.52.A05. **Responsibilities of the Office of the Treasurer**

- a. This office shall be related to the treasurer, who shall be its full-time executive officer.
- b. This office shall have the sole authority and responsibility to establish and maintain banking relationships.
- c. This office shall have the authority to borrow; issue bonds, notes, certificates, or other evidence of obligation; or increase contingent liabilities within the overall limits determined by the Churchwide Assembly and the more restrictive limits established by the Church Council. No churchwide board or program committee shall make a commitment that binds the churchwide organization to an outside lending or other similar institution or which creates a liability of this church to such an institution without prior approval of the Office of the Treasurer.

[Amendment adopted by November Church Council meeting; renumbered as 15.14.A10.]

16.12.10. Program Committees

16.12.11. Each program committee, which normally shall meet two times each year, shall function as specified in this church's constitution, bylaws, and continuing resolutions regarding its responsibilities in relation to a particular unit of the churchwide organization.

[Alternative amendment proposed in general CBCR amendments.]

16.12.12. Each program committee shall be composed of 15 persons elected to one six-year term, with no consecutive reelection, and with one-third of the members being elected every biennium, as provided

in Chapter 19. The presiding bishop of this church, or the presiding bishop's designee, shall serve as an advisory member of each program committee. The Conference of Bishops shall select one bishop to serve as an advisory member of each program committee. A member of the Church Council shall be appointed by the Church Council to serve as a liaison member of each program committee with voice but not vote.

16.12.13. Each program committee shall review proposed policies and strategies for its areas of responsibility in the preparation of such policies and strategies for submission by the executive director of the unit to the appropriate committee of the Church Council, for presentation to the Church Council.

16.12.14. Proxy and absentee voting shall not be permitted.

16.12.15. Each program committee shall seek to ensure that the unit operates within the expenditure authorization established by the Church Council.

19.04. Other than elections of officers and executive directors of units, elections shall be for one six-year term, without consecutive reelection, and with approximately one-third of the members of the Church Council and of each board, program committee, or advisory committee elected each biennium.

19.05.01. Each voting member of the Church Council, board, program committee, or advisory committee of this church shall cease to be a member of the Church Council, board, program committee, or advisory committee if no longer a voting member of a congregation of this church. Upon two successive absences that have not been excused by the Church Council, board, program committee, or advisory committee, a member's position shall be declared vacant by the secretary of this church, who shall arrange for election by the Church Council to fill the unexpired term.

[Alternative amendment proposed in general CBCR amendments.]

19.05.02. For purposes of nomination to and service on the Church Council, a program committee, or a board of a churchwide unit, "synodical membership" shall be defined as follows:

...

19.11.01. In the nomination and election process the following general considerations shall be observed:

...

f. The Conference of Bishops shall select one bishop from each region to serve a four-year term as a liaison member of the Church Council. Each biennium the Conference of Bishops shall select a bishop to serve as an advisory member of each board, program committee, and advisory committee of the churchwide organization. No synodical bishop,

with the exception of the chair of the Conference of Bishops, shall serve as a voting member of the Church Council or of a board or committee of any churchwide unit.

[Alternative amendment proposed in general CBCR amendments.]

19.51.01. The Churchwide Assembly shall elect all members of each program committee and the board of trustees of the Publishing House of the ELCA, the board of trustees of the Mission Investment Fund, and the board of trustees of the Board of Pensions. The Nominating Committee shall seek to ensure that these committees and boards have within their membership persons with the expertise and experience essential to the fulfillment of the work of the unit.

19.61.02. No member of the Church Council, a committee of the Church Council, a board, a program committee, or other committee of the churchwide organization shall receive emolument for such service, nor shall any member be simultaneously an officer of this church, an elected member of the Church Council, or a voting member of a committee or board of the churchwide organization.

...

[Alternative amendment proposed in general CBCR amendments.]

D. LIFT Recommendations on Interrelationships and Networks

The LIFT task force is proposing recommendations that focus on strengthening the vitality of congregations in ways that also strengthen connections within and across the expressions and partners of this church.

10.61. ~~Opportunities for groupings of congregations and institutions in specified geographic areas of the synod shall be provided by the synod to foster interdependent relationships among congregations, institutions, the synod, and churchwide units for mission purposes. These groupings may be formed as conferences, clusters, coalitions, or other area subdivisions. This synod may establish conferences, clusters, coalitions, area subdivisions, and networks as appropriate within its territory and in collaboration with other synods and partners as specified in the bylaws and continuing resolutions. The purpose of such groupings shall be to foster interdependent relationships for missional purposes among congregations, synods, the churchwide organization, and other partners.~~

†S12.01. This synod shall ~~may~~ establish conferences, clusters, coalitions, ~~or other~~ area subdivisions, ~~and~~ networks as appropriate within its territory ~~and in~~ collaboration with other synods and partners as specified in the bylaws ~~and continuing resolutions~~. The purpose of such groupings shall be to foster interdependent relationships ~~for missional purposes~~ among congregations, ~~synods, the churchwide organization, and other partners~~ institutions, ~~and synodical and churchwide units for mission purposes~~.

AMENDMENTS TO IMPLEMENT THE CHURCHWIDE ORGANIZATION REDESIGN

Background

The Church Council has the responsibility for submitting recommendations for action by the 2011 Churchwide Assembly. For constitutional amendments, a six-month notice to the synods is required for adoption of such amendments in one Churchwide Assembly (churchwide constitutional provision 22.11.a.). Notice of proposed bylaws and continuing resolutions also is provided to the synods. The proposed amendments are distributed to assembly voting members in the *Pre-Assembly Report* and to congregations in the *Pre-Assembly Report to Congregations* (available online).

Adoption of new provisions and bylaws or amendments to existing provisions and bylaws requires a two-thirds vote of those assembly voting members present and voting (22.11.a. and 22.21.). Approval of continuing resolutions requires a majority vote of the Churchwide Assembly (22.31.).

At its meeting on October 8, 2010, the Church Council affirmed the concept proposed by Presiding Bishop Mark S. Hanson to restructure the churchwide organization, authorized the officers of the churchwide organization to implement the restructuring proposal, and amended continuing resolutions of the constitution to reflect the reorganization, as it has the authority to do (22.31.). Constitutional provisions and bylaws related to the reorganization were considered by the Church Council at its meeting on November 12–14, 2010, and the council voted to recommend their adoption to the 2011 Churchwide Assembly. Changes to two continuing resolutions were recommended for adoption to the Churchwide Assembly at the council's April 8–10, 2011, meeting.

In the wake of the restructuring, several chapters of the ELCA constitution were altered. Chapter 13 "Officers of This Church," focuses solely on the four officers and their duties. Responsibilities of the offices were transferred to Chapter 15, "Churchwide Offices and Administration," where they logically belong.

Chapter 14, "Church Council" is largely unchanged. Changes to the description of the responsibilities of the Budget and Finance Committee reflect the transfer of the duties of the Development Services unit to the Mission Advancement unit.

Chapter 16, formerly "Program Units of the Churchwide Organization," will be renamed "Units of the Churchwide Organization" and will consist of the responsibilities of the Congregational and Synodical Mission, Global Mission, and Mission Advancement units.

Chapter 17, formerly "Service Units of the Churchwide Organization" will become "Separately Incorporated Ministries," and the descriptions and responsibilities of separately incorporated ministries will be gathered there.

Isolated changes to other chapters are proposed because of changes in nomenclature, such as from "program and service units" to "units" or from "separately incorporated units" to "separately incorporated ministries."

Recommendation for Assembly Action

To adopt *en bloc*, with the exception of such amendments as may be considered separately, the following amendments to the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* related to the redesign of the churchwide organization:

- 5.01. The Evangelical Lutheran Church in America shall be one church. This church recognizes that all power and authority in the Church belongs to the Lord Jesus Christ, its head. Therefore, all actions of this church by congregations, synods, and the churchwide organization shall be carried out under his rule and authority in accordance with the following principles:
- The congregations, synods, and churchwide organization shall act in accordance with the Confession of Faith set forth in Chapter 2 of this constitution and with the Statement of Purpose set forth in Chapter 4.
 - This church, in faithfulness to the Gospel, is committed to be an inclusive church in the midst of division in society. Therefore, in their organization and outreach, the congregations, synods, and churchwide units of this church shall seek to exhibit the inclusive unity that is God's will for the Church.
 - The congregations, synods, and churchwide organization of this church are interdependent partners sharing responsibly in God's mission. In an interdependent relationship primary responsibility for particular functions will vary between the partners. Whenever possible, the entity most directly affected by a decision shall be the principal party responsible for decision and implementation, with the other entities facilitating and assisting. Each congregation, synod, and separately incorporated ~~unit of the churchwide organization ministry~~, as well as the churchwide organization itself, is a separate legal entity and is responsible for exercising its powers and authorities.
- 11.35. Each separately incorporated ~~unit~~ **ministry** shall be governed by a board.
- 12.41.31. Members of the Church Council, unless otherwise elected as voting members, shall serve as advisory members of the Churchwide Assembly. In addition, executive directors of units of the churchwide organization, the executive for

administration, and other persons from the churchwide organization designated by the presiding bishop shall serve as advisory members of the Churchwide Assembly. The Church Council also may designate other persons as advisory members of the churchwide organization.

13.21. **This church shall have a presiding bishop. The presiding bishop shall be an ordained minister of this church** who, as its pastor, shall be a teacher of the faith of this church and shall provide leadership for the life and witness of this church. **The presiding bishop shall be an ordained minister of this church. The presiding bishop may be male or female, as may all other officers of this church.** The presiding bishop shall:

...

c. Provide for the preparation of the agenda for the Churchwide Assembly, Church Council, Executive Committee, and Conference of Bishops, and Cabinet of Executives, and preside at the Churchwide Assembly.

...

13.41.02. The secretary shall:

- a. Be responsible for the minutes and records of the Churchwide Assembly, Church Council, Executive Committee, and Conference of Bishops, and Cabinet of Executives, and shall receive complete minutes for permanent record of all boards and committees of the churchwide organization.
- b. Maintain the rosters of ordained ministers, all other rostered persons, congregations, and synods.
- c. Provide for the publication of official documents and policies of this church, pre-assembly reports, assembly minutes, a directory of congregations, rostered persons, and entities of this church, and other informational and statistical material.
- d. Receive the annual report of the congregations in a form devised by the secretary, summarize the information, and make the summary available to this church.
- e. Coordinate the use of legal services by the churchwide organization.
- f. Be responsible for the archives of this church.
- g. Implement and operate a records management system for the churchwide organization.
- h. Arrange for and manage churchwide meetings, including of the Churchwide Assembly, and Church Council, Conference of Bishops, and others.
- i. Have custody of the seal, maintain a necrology, and attest documents.

j. Provide library and reference services for the churchwide office.

14.21.14.

The Church Council, acting through the designated churchwide unit, shall have may direct the churchwide organization to exercise responsibility for the corporate social responsibility of this church and shall have the authority to file by filing shareholder resolutions, and cast casting proxy ballots, and taking other actions as it deems appropriate, thereon on stocks held by the churchwide units that are not separately incorporated. In addition, the Church Council may make recommendations to the churchwide units that are separately incorporated concerning the filing of shareholder resolutions and the casting of ballots on stocks held by those units.

14.21.21.

Unless otherwise specified in this the constitution, and bylaws, and continuing resolutions, the Church Council shall elect the executive director for each churchwide program unit to a four-year term in consultation with and with the approval of the presiding bishop of this church. Nomination of a candidate for election shall be made by the presiding bishop after consultation with the appropriate program committee for each position. The presiding bishop, as chief executive officer, shall arrange within the policy of this church personnel policies of the churchwide organization for an annual review of each executive director. A unit executive director shall be eligible for reelection. The employment of the executive director may be terminated jointly by the presiding bishop of this church and the Executive Committee of the Church Council. With the prior consent of the presiding bishop of this church, the Church Council may elect two executive directors for a program unit in the manner provided in this bylaw.

15.11.

An office is a unit of the churchwide organization is directly related to and under the authority of a full-time officer of this church. Each office is related to the Church Council through the officer, who reports to the Church Council in the interim between regular meetings of the Churchwide Assembly. Each office may have executive assistants to undergird the officer in the performance of specified functions that are the responsibility of that officer.

15.11.02. *Administrative Team.* The presiding bishop, secretary, treasurer, and executive for administration, along with the executive directors of the churchwide units, shall function as an administrative team, directed by the presiding bishop. This administrative team shall assist the presiding bishop in the fulfillment of the presiding bishop's responsibilities for providing leadership, planning, oversight, management, supervision, and coordination in the operation of the churchwide organization.

15.12. OFFICE OF THE PRESIDING BISHOP

15.12.01. Responsibilities of the Office of the Presiding Bishop, in addition to those specified in the bylaws, shall be set forth in continuing resolutions.

15.13. OFFICE OF THE SECRETARY

15.13.01. The responsibilities of the Office of the Secretary, in addition to those specified in the bylaws, shall be set forth in continuing resolutions.

15.14. OFFICE OF THE TREASURER

15.14.01. The responsibilities of the Office of the Treasurer, in addition to those specified in the bylaws, shall be set forth in continuing resolutions.

15.15. This church shall have a separately incorporated ministry, known as the Endowment Fund of the Evangelical Lutheran Church in America, which shall hold and manage endowment assets and offer pooled investment services for endowment funds of this church and its related congregations, synods, agencies, and institutions.

15.15.01. The Endowment Fund shall have a board of trustees that shall be composed of at least nine but not more than 12 persons elected to six-year terms by the Church Council of the Evangelical Lutheran Church in America, with no consecutive reelection and with approximately one-third of the members elected each biennium. The board of trustees shall have advisory members as specified in the bylaws of the Endowment Fund.

15.15.02. The president of the Endowment Fund shall be elected by the board of trustees to a four-year term in consultation with and with the approval of the presiding bishop of the Evangelical Lutheran Church in America. The president shall be eligible for reelection. The employment of the president may be terminated jointly by the board of trustees and the presiding bishop of the Evangelical Lutheran Church in America.

15.15.03. Constitutional provision 16.12. and bylaws 14.21.02., 14.21.03., 14.21.07., and 16.12.14. shall apply to the operation of the Endowment Fund of the Evangelical Lutheran Church in America.

15.15.04. In addition to management of endowment assets and pooled investments, specific responsibilities of the Endowment Fund of the Evangelical Lutheran Church in America may be enumerated in a continuing resolution.

15.21. The churchwide units organization shall employ staff according to churchwide policy policies.

15.21.02. In consultation with the executive for administration, approval by the presiding bishop, upon recommendation of the executive for administration, shall be required to authorize all staff positions in the churchwide units organization.

Chapter 16.

PROGRAM—UNITS OF THE CHURCHWIDE ORGANIZATION

16.10. PROGRAM—CHURCHWIDE UNITS

16.11. A program unit is a unit of the churchwide organization to which is assigned leadership responsibility for a major, identified portions of the program mission and ministry of this church.

16.11.A10:11. Program—Identity of Units

Program—units—Units of the churchwide organization, which shall function through cooperation, coordination, and collaboration, are the following:

- a. *Congregational and Synodical Mission unit;*
- b. *Global Mission unit;*
- c. *Mission Advancement unit.*

16.12.16:01. The responsibilities of the program units shall be enumerated described in continuing resolutions.

17.11.A10:16.12.C11. Mission Advancement Unit

The service unit of the churchwide organization is the Mission Advancement unit, which shall be responsible for coordinating this church's communication, marketing, public relations, mission funding, major gifts, planned gifts, and constituent data management. It also shall oversee the work of the following:

- a. *The Lutheran magazine*
- b. *The ELCA Foundation.*

16.12.D11. The church periodical, The Lutheran, shall be published by the churchwide organization. The following shall apply to the church periodical:

- a. *The Church Council shall elect the editor of the church periodical by a two-thirds vote to a four-year term. The editor shall be eligible for reelection. Employment of the editor may be terminated jointly by the presiding bishop of this church and a two-thirds vote of the members of the Church Council present and voting.*
- b. *The editor shall be responsible to the Church Council. The editor shall select the editorial staff of the church periodical and shall be solely responsible for the periodical's content.*

- c. Official notices of this church shall be published in the periodical.
- d. An advisory committee for The Lutheran shall have the responsibility for the church periodical. The advisory committee, in consultation with the presiding bishop of this church, shall nominate the editor for the church periodical. The advisory committee of the church periodical shall be composed of nine members elected by the Church Council.
 - 1) The members of the advisory committee of the church periodical, who shall be nominated through the Church Council's nomination process, shall include persons chosen for their understanding of periodical publishing.
 - 2) Each member of the advisory committee for The Lutheran shall be elected for one six-year term, with no consecutive reelection and with one-third of the members elected every two years.
 - 3) The terms of office of persons so elected to regular terms on the advisory committee of the church periodical shall begin on the first day of the month following each regular meeting of the Church Council.
 - 4) The Church Council shall appoint one voting member of the council to serve as an advisory member of this committee.
 - 5) The Conference of Bishops shall elect one bishop to serve as an advisory member of this committee.
 - 6) The advisory committee of the church periodical shall:
 - a. develop editorial and advertising guidelines.
 - b. receive periodic reports from the editor.
 - c. consult with the editor from the perspective of the expertise of committee members.
 - d. be responsible, together with the presiding bishop of this church, for the annual performance review of the editor.

- 16.12.E11.** The ELCA Foundation shall provide major gift and deferred giving programs, including educational and support services, for individual donors, congregations, synods, agencies, and related institutions, and shall promote pooled investment services for endowment funds of this church, its congregations, synods, agencies, and affiliated institutions. The ELCA Foundation shall also:
- a. conduct—on behalf of this church, its congregations, synods, churchwide units, and related institutions—a program of major gifts and deferred giving.

- b. provide educational materials and resources in the area of deferred giving.
- c. provide advice to the Office of the Treasurer in the recommendation and establishment within that office of policies and procedures for processes governing valuation of noncash gifts, the management of assets of life-income agreements and endowment funds, and the distribution of earned-income payments to donors and to remainder beneficiaries as regulated by life-income, trust, and other fiduciary donor agreements.
- d. engage—in cooperation with congregations, synods, agencies, and institutions of this church—in efforts to:
 - 1) identify and cultivate prospective major and deferred-gift donors;
 - 2) seek gifts, bequests, and investments for the Mission Investment Fund of the Evangelical Lutheran Church in America;
 - 3) seek gifts, bequests, and investments for endowment funds that support ministries of this church; and
 - 4) coordinate its programs and ministries with the objectives and programs of other stewardship and financial-resource development activities of this church.

16.20. SEPARATELY INCORPORATED PROGRAM UNITS

16.21. Provision shall be made and maintained for the separate incorporation of the Publishing House of the Evangelical Lutheran Church in America and the Women of the Evangelical Lutheran Church in America as program units of the churchwide organization.

Chapter 17.

SERVICE UNITS OF THE CHURCHWIDE ORGANIZATION

SEPARATELY INCORPORATED MINISTRIES

17.10. SERVICE UNITS—SEPARATELY INCORPORATED MINISTRIES

17.11. A service unit is a unit of the churchwide organization to which is assigned particular identified responsibility for services on behalf of churchwide programs and, in certain units, for specific services to members, congregations, synods, and related institutions and agencies. This church may fulfill some of its purposes, as described in Chapter 4, through separately incorporated ministries.

17.11.A10. Mission Advancement Unit

The service unit of the churchwide organization is the Mission Advancement unit, which shall be responsible for coordinating this church's communication, marketing, public relations, mission funding, major gifts, planned gifts, and

constituent data management. It also shall oversee the work of the following:

- a. The Lutheran magazine*
- b. The ELCA Foundation.*

17.12: **Separate incorporation shall be maintained for the Foundation of the Evangelical Lutheran Church in America, the Mission Investment Fund of the Evangelical Lutheran Church in America, and the Board of Pensions of the Evangelical Lutheran Church in America, in addition to the Publishing House of the Evangelical Lutheran Church in America and the Women of the Evangelical Lutheran Church in America.**

17.20.01: **Accountability of Service Units**

17.21.01: Except as otherwise stated in bylaws, the requirements of constitutional provision 16.12. and bylaws 14.21.01. through 14.21.07. and 16.12.14. shall apply to service units of the churchwide organization.

17.30: **CHURCH PERIODICAL**

17.31: **The church periodical, *The Lutheran*, shall be published by this church through the Publishing House of the ELCA and shall be identified as a magazine of this church.**

17.31.01: An advisory committee for *The Lutheran* shall have the responsibility for the church periodical. The advisory committee, in consultation with the presiding bishop of this church, shall nominate the editor for the church periodical.

17.31.02: The Church Council shall elect the editor of the church periodical by a two-thirds vote to a four-year term. The editor shall be eligible for reelection. Employment of the editor may be terminated jointly by the presiding bishop of this church and a two-thirds vote of the members of the Church Council present and voting.

17.31.03: The editor shall be responsible to the Church Council. The editor shall select the editorial staff of the church periodical and shall be solely responsible for the periodical's editorial content.

17.31.04: Official notices of this church shall be published in the periodical.

17.31.10: **Advisory Committee for the Church Periodical**

17.31.11: The advisory committee of the church periodical shall be composed of nine members elected by the Church Council.

- a. The members of the advisory committee of the church periodical, who shall be nominated through the Church Council's nomination process, shall include persons chosen for their understanding of periodical publishing.
- b. Each member of the advisory committee for *The Lutheran* shall be elected for one six-year term, with no consecutive reelection and with one-third of the members elected every two years.

c. The terms of office of persons so elected to regular terms on the advisory committee of the church periodical shall begin on the first day of the month following each regular meeting of the Churchwide Assembly.

d. The Church Council shall appoint one voting member of the council to serve as an advisory member of this committee.

e. The Conference of Bishops shall elect one bishop to serve as an advisory member of this committee.

17.31.12: The specific responsibilities of the advisory committee shall be specified in a continuing resolution.

17.31.A06: *The publishing house, in consultation with the editor, shall produce and distribute the church periodical, and provide such services as mutually agreed by the president of the publishing house and the editor of the church periodical.*

17.31.B05: *The advisory committee of the church periodical shall:*

- a. *develop editorial and advertising guidelines.*
- b. *receive periodic reports from the editor.*
- c. *consult with the editor from the perspective of the expertise of committee members.*
- d. *be responsible, together with the presiding bishop of this church, for the annual performance review of the editor.*

17.40: **FOUNDATION OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA**

17.41: **This church shall provide major gift and deferred giving programs for individual donors, pooled investment services for endowment funds of this church and its related congregations, synods, agencies, and institutions, and educational and support services in major gift and deferred giving programs to congregations, synods, agencies, and institutions of this church. These programs and activities may be conducted through a separate corporation known as the Foundation of the Evangelical Lutheran Church in America.**

17.41.01: The program and activities of the Foundation of the Evangelical Lutheran Church in America shall be coordinated with the Development Services unit of the churchwide organization.

17.41.02: The Foundation of the Evangelical Lutheran Church in America shall have a board of trustees that shall be comprised of at least nine but not more than 12 persons elected to six-year terms by the Church Council of the Evangelical Lutheran Church in America, with no consecutive reelection and with approximately one-third of the members elected each biennium. In addition to the treasurer of the Evangelical Lutheran Church in America, the board may identify advisors as it may deem appropriate from time to time. A synodical bishop

elected by the Conference of Bishops shall serve as an advisory member of the board with voice but not vote.

17.41.03. The president of the Foundation of the Evangelical Lutheran Church in America shall be elected by the board of trustees to a four-year term in consultation with and with the approval of the presiding bishop of this church. The president shall be eligible for reelection. The employment of the president may be terminated jointly by the board of trustees of the Foundation of the Evangelical Lutheran Church in America and the presiding bishop of this church.

17.41.04. The board of trustees of the Foundation of the Evangelical Lutheran Church in America shall consult with the Office of the Treasurer with regard to the assessment of management fees or provision of other assets available for the budget of the foundation.

17.41.05. Constitutional provision 16.12. and bylaws 14.21.02., 14.21.03., 14.21.07., 16.12.11., 16.12.13., and 16.12.14. shall apply to the operation of the Foundation of the Evangelical Lutheran Church in America.

17.41.06. The specific responsibilities of the Foundation of the Evangelical Lutheran Church in America shall be enumerated in a continuing resolution.

17.41.A05. **Responsibilities of the Foundation of the Evangelical Lutheran Church in America**
The Foundation of the Evangelical Lutheran Church in America shall:

- a. ~~conduct on behalf of this church, its congregations, synods, churchwide units, and institutions a program of major gifts and deferred giving.~~
- b. ~~provide consultation, support, and guidance to members of this church in the areas of major gifts and deferred giving.~~
- c. ~~provide coordination and support in major gifts and deferred giving to this church, including congregations, synods, churchwide organization, and agencies and institutions.~~
- d. ~~provide educational materials, seminars, and workshops in the area of deferred giving.~~
- e. ~~coordinate its programs and ministries with the objectives and programs of other stewardship and financial-resource development activities of this church.~~
- f. ~~consult with the Office of the Treasurer in the recommendation and establishment within that office of policies and procedures for processes governing valuation of noncash gifts, the management of assets of life-income agreements and endowment funds, and the distribution of earned-income payments to donors and to remainder beneficiaries as regulated by life-income, trust, and other fiduciary donor agreements.~~

g. ~~engage in cooperation with congregations, synods, and agencies and institutions of this church in efforts to:~~

- 1) ~~identify and cultivate prospective major and deferred-gift donors;~~
- 2) ~~seek gifts, bequests, and investments for the Mission Investment Fund of the Evangelical Lutheran Church in America;~~
- 3) ~~seek gifts, bequests, and investments for endowment funds that support ministries of this church; and~~
- 4) ~~coordinate the programs of the Foundation of the Evangelical Lutheran Church in America with the ministry objectives of the churchwide organization and the synods of this church.~~

h. ~~offer pooled investment services for endowment funds of this church and its congregations, synods, agencies, and institutions.~~

i. ~~provide assistance for the establishment and growth of mission endowment funds in congregations.~~

j. ~~coordinate the operation of the Foundation of the ELCA with the Development Services unit.~~

17.60. BOARD OF PENSIONS

17.61.17.20. This church shall have a **separately incorporated ministry, known as the Board of Pensions of the Evangelical Lutheran Church in America, to provide a church pension retirement and other benefits plan, unit. This Board of Pensions shall be incorporated.** The president of the corporation shall serve as its chief executive officer.

17.61.01.17.20.01. The Churchwide Assembly shall:

- a. approve the documents governing the ELCA Pension and Other Benefits Program that have been referred by the Church Council; and
- b. refer any amendments to the ELCA Pension and Other Benefits Program initiated by the Churchwide Assembly to the Board of Pensions for recommendation before final action by the Church Council, assuring that no amendment shall abridge the rights of members with respect to their **pension retirement** accumulations.

17.61.02.17.20.02. The Church Council shall:

- a. review policy established by the board and take action on any policy that would change significantly the documents establishing and governing the ELCA Pension and Other Benefits Program.
- b. approve any changes in the ELCA Pension and Other Benefits Program when there is to be:
 - 1) a significant increase in cost to the employers or members; or

- 2) a significant increase or decrease in benefits to the members.
- c. refer any amendments to the ELCA Pension and Other Benefits Program initiated by the Church Council to the board for recommendation before final action by the Church Council, assuring that no amendment shall abridge the rights of members with respect to their **pension-retirement** accumulations.
- d. refer, as it deems appropriate, proposed amendments to the ELCA Pension and Other Benefits Program to the Churchwide Assembly for final action.

17.61.03:17.20.03. The Board of Pensions shall have a board of trustees composed of ~~15-18~~ persons elected for one six-year term with no consecutive reelection and with **approximately** one-third elected each biennium as provided in Chapter 19.

- a. The board of trustees of the Board of Pensions shall include persons with expertise in investments, insurance, and **pensions retirement plans**, and two to five persons who are members of the plan, at least one of whom shall be a lay plan member or lay recipient of plan benefits and at least one of whom shall be an ordained minister who is a plan member.
- b. The presiding bishop shall serve as an advisory member of the board of trustees, with voice but not vote, or shall designate a person to serve as the presiding bishop's representative as provided in constitutional provision 13.21.
- c. The Conference of Bishops shall elect one bishop to serve as an advisory member of the board of trustees with voice but not vote.
- d. The treasurer of this church shall serve as an advisory member of the board of trustees with voice but not vote.

17.61.04:17.20.04. The board shall organize itself as it deems necessary.

17.61.05:17.20.05. Constitutional provision 16.12. and bylaws 14.21.02., 14.21.07., ~~16.12.11.~~, and 16.12.14. shall apply to this board.

17.61.06:17.20.06. The president shall be elected by the board of trustees of the Board of Pensions to a four-year term in consultation with and with the approval of the presiding bishop of this church. Nomination of a candidate for president shall be made jointly by the presiding bishop and the search committee of the board. The board, together with the presiding bishop, shall arrange for an annual review of the president. The president shall be eligible for reelection. The board shall establish the salary of the president with the concurrence of the presiding bishop. The president may be terminated at any time

jointly by the board of trustees of the Board of Pensions and the presiding bishop of this church, following recommendation by the executive committee of the board of trustees.

17.61.07:17.20.07.

The specific responsibilities of the Board of Pensions shall be enumerated in continuing resolutions. Such continuing resolutions may be amended by a majority vote of the Churchwide Assembly or by a two-thirds vote of the Church Council. Should the board disagree with the action of the Church Council, it may appeal the decision to the Churchwide Assembly.

17.61.A05:17.20.A11.

Responsibilities of the Board of Pensions
The Board of Pensions of the Evangelical Lutheran Church in America shall:

- a. manage and operate the Pension and Other Benefits Program for this church and plans for other organizations operated exclusively for religious purposes, and shall invest the assets according to fiduciary standards set forth in the plans and trusts.
- b. provide **pension-retirement**, health, and other benefits exclusively for the benefit of eligible members working within the structure of this church and other organizations operated exclusively for religious purposes.
- c. provide summary plan descriptions outlining all benefits to be provided as a part of the ELCA Pension and Other Benefits Program.
- d. report to the appropriate committee of the Church Council on the financial effect of changes to the ELCA Pension and Other Benefits Program.
- e. report to the Churchwide Assembly through the Church Council, with the Church Council making comments on all board actions needing approval of the Churchwide Assembly.
- f. maintain appropriate communication with other units of this church.
- g. be self-supporting, except for certain ELCA minimum pensions and post-retirement health benefits of certain ELCA retirees, with all costs being paid from the administrative and management charges to the employers and members utilizing the plans and from investment income.
- h. manage its finances in a manner that assures an efficient and effective administration of the plans for

~~pension—retirement~~ and other benefits. The board shall maintain its own accounting, data processing, personnel, and other administrative functions essential to the ongoing work of this organization.

- i. not be responsible, nor assume any liability for, health-insurance programs provided by colleges and universities of this church through voluntary employees' beneficiary associations or similar arrangements.
- j. manage and operate those portions of The American Lutheran Church and Lutheran Church in America plans requiring continuation in this church.
- k. provide an appeal process with the Board of Pensions to enable members in the plans to appeal decisions.
- l. make editorial and administrative changes and routine modifications to the ELCA Pension and Other Benefits Program, as well as changes required to comply with federal and state law.
- m. set contribution rates for the ELCA Survivor Benefits Plan, the ELCA Disability Benefits Plan, and the ELCA Medical and Dental Benefits Plan, and establish interest crediting rates for the ELCA Retirement Plans.
- n. manage assets, as requested, for the ELCA and other organizations operated exclusively for religious purposes.

~~17.61.B05:17.20.B11.~~ The Corporate Social Responsibility Committee of the Board of Pensions shall receive advice and counsel from the ~~churchwide organization, Advisory Committee on Corporate Social Responsibility formed by the appropriate churchwide unit~~ and within the context of fiduciary responsibility for ELCA assets, make appropriate recommendations to the board.

~~17.61.C09:17.20.C11.~~ To implement staggered terms for plan members and plan recipients on the board of trustees of the Board of Pensions and to move to a board consisting of at least four plan members, at least one of whom is a lay plan member or lay recipient of plan benefits, at least two people, one ordained minister who is a plan member and one lay plan member or

lay recipient of plan benefits, shall be elected by the 2009 Churchwide Assembly. Thereafter, at least one plan member shall be elected as a trustee by the 2011 Churchwide Assembly, and one additional plan member shall be elected by the 2013 Churchwide Assembly. An amendment to 17.61.03.a. shall be proposed to the 2013 Churchwide Assembly to provide that the board shall include at least four persons who are members of the plans, at least one of whom shall be a lay plan member or lay recipient of plan benefits and at least one of whom shall be an ordained minister who is a plan member.

~~17.50.~~ ~~MISSION INVESTMENT FUND OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA~~

~~17.51.17.30.~~ This church shall have a ~~fund separately incorporated ministry~~, known as the Mission Investment Fund of the Evangelical Lutheran Church in America, to provide investment opportunities to individuals, congregations, synods, institutions, agencies, and organizations, and administer loans to congregations, synods, the churchwide organization, and other organizations and institutions that are related to this church. The Mission Investment Fund of the Evangelical Lutheran Church in America shall be incorporated.

~~17.51.01.17.30.01.~~ The Mission Investment Fund of the Evangelical Lutheran Church in America shall have a board of trustees of at least nine but not more than 12 members, who shall be elected by the Churchwide Assembly for six-year terms with no consecutive reelection and with approximately one-third elected each biennium as provided in Chapter 19.

~~17.51.02.17.30.02.~~ Unless the Church Council determines that the treasurer of this church shall be the president of the Mission Investment Fund corporation, the president shall be elected by the board of trustees of the Mission Investment Fund of the Evangelical Lutheran Church in America to a four-year term in consultation with and with the approval of the presiding bishop of this church. Nomination of a candidate for president of the Mission Investment Fund shall be made jointly by the presiding bishop and the search committee of the board. The board, together with the presiding bishop, shall

arrange for an annual review of the president. The president shall be eligible for reelection. The employment of the president may be terminated jointly by the board of trustees of the Mission Investment Fund of the Evangelical Lutheran Church in America and the presiding bishop of this church, following recommendation by the executive committee of the board of trustees.

17.51.03.17.30.03.

Constitutional provision 16.12. and bylaws 14.21.02., 14.21.03., 14.21.06., 14.21.07., ~~16.12.11., 16.12.13.,~~ and 16.12.14. shall apply to the operation of the Mission Investment Fund of the Evangelical Lutheran Church in America.

17.51.04.17.30.04.

The specific responsibilities of the Mission Investment Fund of the Evangelical Lutheran Church in America shall be enumerated in a continuing resolution.

17.51.A10.17.30.A11.

Operation of the Mission Investment Fund of the ELCA

The Mission Investment Fund of the Evangelical Lutheran Church in America shall:

- a. *have primary responsibility for the development, administration, and promotion of Mission Investments;*
- b. ~~*develop and administer a loan program, including management responsibilities for the underwriting, legal, accounting, reporting, servicing, marketing, and other related functions;*~~
- c. *provide expertise for management of real property and execute all necessary documents for the acquisition and disposition of such property;*
- d. *relate to the Congregational and Synodical Mission unit, which shall request real estate acquisition for new and existing ministries within the limits of the capital funds available and within established criteria; establish, in consultation with the Congregational and Synodical Mission unit, an annual capital budget for ministry development;*
- e. ~~*have responsibility, within established guidelines for determining which congregations shall receive loans, the amount of each loan, and the repayment schedule, and shall confer with the Congregational and Synodical Mission unit on any loans to developing ministries;*~~

f. ~~*execute the loans, ensure safekeeping for the legal documents, provide accounting services for the repayment, and supervise collection;*~~

~~*g. offer building and architectural consultative services to new congregations entering first-unit construction, to congregations relocating with synodical approval, to other congregations, and to other organizations and institutions that are affiliated with this church.*~~

16.30.

16.31.17.40.

PUBLISHING HOUSE OF THE ELCA

This church shall have a publishing house separately incorporated ministry, the Publishing House of the Evangelical Lutheran Church in America, to carry out the publishing ministry of the Evangelical Lutheran Church in America. The Publishing House of the Evangelical Lutheran Church in America shall be incorporated. The president of the corporation shall serve as its chief executive officer. Upon authorization of the Church Council, portions of the activities of this church's publishing house may be conducted through separate corporations.

16.31-01.17.40.01.

This publishing house shall have a board of trustees of ~~11~~ 15 members, elected for one six-year term with no consecutive reelection and with approximately one-third elected every two years as provided in Chapter 19.

- a. The board of trustees shall be composed of laypersons with expertise in publishing, education, business management, finance and investment, and ordained ministers with expertise in rural, urban, and suburban parish ministry in small and large congregations and advanced theological study.
- b. The presiding bishop shall serve as an advisory member of the board of trustees, with voice but not vote, or shall designate a person to serve as the presiding bishop's representative as provided in constitutional provision 13.21.
- c. The Conference of Bishops shall elect one bishop to serve as an advisory member of the board of the publishing house with voice but not vote.
- d. The board of trustees of the publishing house shall serve as the

board of any separate corporation of this church's publishing house and the president of the publishing house shall be the chief executive officer of any such corporation.

16.31.02.17.40.02.

Constitutional provision 16.12. and bylaws 14.21.02., 14.21.03., ~~16.12.11.~~, and 16.12.14. shall apply to this publishing house.

16.31.03.17.40.03.

The president shall be elected by the board of trustees of the Publishing House of the ELCA to a four-year term in consultation with and with the approval of the presiding bishop of this church. Nomination of a candidate for president shall be made jointly by the presiding bishop and the search committee of the board. The board, together with the presiding bishop, shall arrange for an annual review of the president. The president shall be eligible for reelection. The board shall establish the salary of the president with the concurrence of the presiding bishop. The president may be terminated at any time jointly by the board of trustees of the Publishing House of the ELCA and the presiding bishop of this church, following recommendation by the executive committee of the board of trustees.

16.31.04.17.40.04.

The specific responsibilities of this publishing house shall be enumerated in a continuing resolution. The continuing resolution may be amended by a majority vote of the Churchwide Assembly or a two-thirds vote of the Church Council. Should the board disagree with the action of the Church Council, it may appeal the decision to the Churchwide Assembly.

16.31.A05.17.40.A11.

Responsibilities of the Publishing House of the ELCA

The Publishing House of the Evangelical Lutheran Church in America— also known as Augsburg Fortress, Publishers—shall:

- a. *be responsible for the publishing, production, and distribution of publications to be sold to accomplish the mission of this church.*
- b. *work in close cooperation with congregations, synods, and the churchwide organization to provide a diversity of published resources.*
- c. *relate to other churchwide units through resource planning groups. Materials published to assist congregations in fulfilling their life in mission shall be developed in*

coordination with other appropriate churchwide units. Development costs will be paid by the unit developing the publication.

- d. *develop, produce, and distribute materials required to carry out its functions.*
- e. *be financed from the distribution of materials, not from the budget of this church.*
- f. *create, develop, and publish a diversity of resources in various media; make available other publications, materials, and church supplies; produce the official documents and publications of this church; and produce materials in a manner that assures their ready availability.*
- g. *establish a distribution center, as well as utilize other means for the wide distribution of resources within and beyond this church.*
- h. *manage its finances and other resources in a manner that assures the continuity and extension of its activities. This publishing house shall maintain its own accounting, data processing, personnel, pension, and other functions essential to a cohesive, efficient, and effective operation.*
- i. *identify and nurture talented authors, composers, artists, and others involved in creating various media.*
- j. *produce and distribute the church periodical in accord with provisions of this church's constitution, bylaws, and continuing resolutions.*
- k. *determine its necessary financial reserves, appropriations, and publishing subsidies.*
- l. *make available resources to meet unique language and cultural needs.*
- m. ~~*provide for production and distribution services for materials that originate in churchwide units, including the option of providing for competitive printing costs and delivery from independent printers, with costs for these services paid by the originating unit.*~~

16.40.

WOMEN'S ORGANIZATION

16.41.17.50.

This church shall have a women's organization separately incorporated ministry, known as Women of the Evangelical Lutheran Church in America, to assist its women to commit themselves to full discipleship, affirm their gifts,

and support each other in their particular callings.

16.41.01.17.50.01. Membership of this organization shall be women of this church who wish to participate through local and other groupings that affirm the purposes of this organization. This organization shall function in local, synodical, and churchwide settings.

16.41.02.17.50.02. This organization shall be incorporated, self-supporting financially, and shall manage its own assets within the policies of this church. The personnel policies and salary structures of the churchwide organization shall be followed.

16.41.03.17.50.03. Constitutional provision 16.12. and bylaws 14.21.02., 14.21.03., 14.21.06., ~~16.12.11., 16.12.13,~~ and 16.12.14. shall apply to this organization. Bylaw 14.21.07. shall apply to the women's organization with the exception of the balance provisions for women and men and for laypersons and persons on the roster of ordained ministers.

16.41.04.17.50.04. This organization shall have a board of 21 members elected by the assembly of this organization for one three-year term with eligibility for one consecutive reelection. At least 10 percent of the members of this board shall be persons of color or primary language other than English. No more than one elected board member shall be from any one synod. Board members are to serve with the perspective of the interdependence of all units of this church. In the event of a vacancy, the board shall elect a member to serve the balance of the term. The Conference of Bishops shall select one bishop to serve as an advisory member of the board of this organization with voice but not vote.

16.41.05.17.50.05. The board of this organization shall meet at least two times per year and shall be responsible to the assembly that elected it. The assembly of this organization shall be representative of local and other groupings of women who are members of the women's organization. Upon two successive absences that have not been excused by the board, a board member's position shall be declared vacant and the board shall arrange for election to fill the vacancy under Article I, Section 4, Item 9, of the constitution and bylaws of the women's organization.

16.41.06.17.50.06. This organization's board shall elect its executive director to a four-year term in

consultation with and with the approval of the presiding bishop of this church. This board, together with the presiding bishop, shall arrange for an annual review of the executive director. The executive director shall be eligible for reelection. Consistent with applicable personnel policies, the board shall establish the salary of the executive director with the concurrence of the presiding bishop. The board may terminate the employment of the executive director in consultation with and with the approval of the presiding bishop of this church.

16.41.07.17.50.07. The specific responsibilities of the women's organization shall be enumerated in a continuing resolution. The continuing resolution may be amended by a majority of the Churchwide Assembly or two-thirds of the Church Council. Should the board disagree with the action of the Church Council, it may appeal the decision to the Churchwide Assembly.

16.41.A05.17.50.A11. *Responsibilities of the Women's Organization*

The Women of the Evangelical Lutheran Church in America, as the program unit for the women's organization, shall:

- a. *enable its members to grow through biblical study, theological reflection, and prayer.*
- b. *cooperate with other units of this church in advocating for the oppressed and voiceless, urging change in systems and structures that exclude and alienate, and working for peace and justice as messengers of hope.*
- c. *provide for development and distribution of resources for and to its members, including a magazine.*
- d. *facilitate local initiative in creating programs and identifying alternative structural models that encourage and support flexibility.*
- e. *design and implement a leadership development program for its members, assisting its members to identify, develop, and express their gifts for ministry.*
- f. *develop networks for communication among women locally, ecumenically, and globally.*
- g. *relate to other women's organizations ecumenically and globally.*

- h. work interdependently with all units of this church in program development, research, and planning in order to enhance the ministries and participation of women in church and in society.
- I. develop working arrangements in areas of mutual responsibility with the Publishing House of the Evangelical Lutheran Church in America.

17.61.B05. ~~The Corporate Social Responsibility Committee of the Board of Pensions shall receive advice and counsel from the Advisory Committee on Corporate Social Responsibility formed by the appropriate churchwide unit and within the context of fiduciary responsibility for ELCA assets make appropriate recommendations to the board.~~

17.70. **This church may fulfill some of its purposes, as described in Chapter 4, through other separately incorporated ministries, which shall be described in continuing resolutions.**

19.05.03. A board of directors or trustees of a separately incorporated churchwide unit—ministry of the Evangelical Lutheran Church in America may remove a director or trustee from the board, if done in accordance with the governing documents of such corporation after at least thirty (30) days' prior notice to the secretary of this church, at a duly held meeting by the affirmative vote of two-thirds of the total number of trustees, provided that not less than five and not more than thirty days written notice shall be given to each trustee that removal of a specific trustee will be on the agenda for such a meeting. No such removal of a trustee shall be effective without the approval of the Church Council by a majority of those present and voting. The decision to remove a director or trustee shall be reported to of the Church Council by the secretary is final.

19.51.02. ~~The program committee for the Multicultural Ministries unit shall consist of 15 persons, 14 of whom shall be elected to six-year terms by the Churchwide Assembly. The committee shall include two persons from each of the following communities: African American or Black; Arab and Middle Eastern; Asian and Pacific Islander; Latino; American Indian and Alaska Native; European-American; and multiracial or biracial. One person shall be elected to a three-year term on the committee by the Multicultural Advisory Committee of the Lutheran Youth Organization.~~

GENERAL AMENDMENTS TO THE ELCA CONSTITUTIONS, BYLAWS, AND CONTINUING RESOLUTIONS

Background

The Church Council has the responsibility for submitting recommendations for action by the 2011 Churchwide Assembly. For constitutional amendments, a six-month notice to the synods is required for adoption of such amendments in one Churchwide Assembly (churchwide constitutional provision 22.11.a.). Notice of proposed bylaws and continuing resolutions also is provided to the synods. The proposed amendments are distributed to assembly voting members in the *Pre-Assembly Report* and to congregations in the *Pre-Assembly Report to Congregations* (available online).

Adoption of new provisions and bylaws or amendments to existing provisions and bylaws requires a two-thirds vote of those assembly voting members present and voting (22.11.a. and 22.21.). Approval of continuing resolutions requires a majority vote of the Churchwide Assembly (22.31.).

The Church Council considered the proposed amendments at its meeting on November 12–14, 2010, and voted to recommend their adoption to the 2011 Churchwide Assembly. Amendments to three bylaws were recommended at the council meeting of April 8–10, 2011.

Numerous amendments are being proposed in order to clarify the meaning of the phrase “this church” wherever it is used throughout the governing documents. Currently it is unclear whether that phrase, as used in many provisions, is intended to refer to the whole church—meaning the denomination known as the Evangelical Lutheran Church in America (ELCA)—or the incorporated churchwide organization, also known as the Evangelical Lutheran Church in America. The confusion begins in Chapter 1 of the ELCA constitution with provisions 1.01., 1.02., and 1.11., and the accompanying bylaws. Bylaw 1.01.01. was adopted by the 1993 Churchwide Assembly to require “specific references” whenever the phrase “this church” signifies the churchwide organization. The amendments now being proposed are designed to clarify those specific references to the churchwide organization. In some cases, making the distinction is not necessary and no amendment is proposed.

Amendments are also being proposed to clarify that when the constitution and bylaws are referenced, the meaning includes continuing resolutions as well. Some amendments are to make more parallel similar provisions in the ELCA constitution, the Constitution for Synods, and the *Model Constitution for Congregations* or to make more parallel multiple references to the same subject. Other amendments are to bring clarity to areas where inquiries have indicated confusion about meaning.

Recommendation for Assembly Action

To adopt *en bloc*, with the exception of such amendments as may be considered separately, the following amendments to the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*:

- 1.01.01. The name, Evangelical Lutheran Church in America, as used herein, refers, in general references, to this whole church, including its three ~~primary~~ expressions—congregations, synods, and the churchwide organization. The name, Evangelical Lutheran Church in America, is also the name of the corporation of the churchwide organization to which specific references are made herein.
- 1.11. ~~The This church churchwide organization~~ shall be incorporated.
- 1.21.01. The seal of ~~the this church churchwide organization~~ is a cross with three united flames emanating from the base of the cross and three entwined circles beside the cross. The year of the constituting convention of this church is included at the base of the cross. The name of this church forms the circular outer edge of the seal.
- 1.31.01. The principal office of ~~the this church churchwide organization~~ shall be located in Chicago, Illinois.
- 1.31.02. ~~The This church churchwide organization~~ may maintain offices in such other locations as the Churchwide Assembly or the Church Council shall determine.
- 6.02. ~~The voting members of the this church churchwide organization~~ shall be those persons elected to serve as members of the Churchwide Assembly. Membership in a congregation does not, in itself, confer voting rights in this corporation.
- 7.22. An ordained minister of this church shall be a person whose commitment to Christ, soundness in the faith, aptness to preach, teach, and witness, and educational qualifications have been examined and approved in the manner prescribed in the documents of this church; who has been properly called and ordained; who accepts and adheres to the Confession of Faith of this church; who is diligent and faithful in the exercise of the ministry; and whose life and conduct are above reproach. An ordained minister shall comply with ~~the constitution of this church's constitutions, bylaws, and continuing resolutions.~~
- 7.31.11. Persons admitted to and continued in the ordained ministry of this church shall satisfactorily meet and maintain the following, as defined by this ~~church's constitutions, bylaws, and continuing resolutions in its governing documents~~ and in policies developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council:
- ...
- 7.31.13. **Preparation and Approval.** Except as provided below, a candidate for ordination as a pastor shall have:
- a. membership in a congregation of this church and registration, by its pastor and council, of the candidate with the candidacy committee;
 - b. been ~~endorsed~~ granted entrance to candidacy by and under the guidance and supervision of the appropriate committee for at least a year before being approved for ~~ordination call~~;
- c. satisfactorily completed the requirements for the Master of Divinity degree from an accredited theological school in North America, including practical preparation, as defined by the appropriate churchwide unit, such as internship and supervised clinical work;
 - d. completed at least one year of residency in a seminary of this church or of the Evangelical Lutheran Church in Canada, except when waived by the appropriate committee in consultation with the faculty of a seminary of this church or of the Evangelical Lutheran Church in Canada;
 - e. been recommended for approval by the faculty of a seminary of this church or of the Evangelical Lutheran Church in Canada;
 - f. been examined and approved by the appropriate committee according to criteria, policies, and procedures ~~established~~ recommended by the appropriate churchwide unit after consultation with the Conference of Bishops and adoption by the Church Council;
- ...
- 7.52.11. Associates in ministry, deaconesses, and diaconal ministers shall be governed by the following ~~standards, policies, and procedures~~:
- a. **Basic Standards.** Persons approved and continued as associates in ministry, deaconesses, and diaconal ministers of this church shall satisfactorily meet and maintain the following, ~~as defined by this church in its governing documents and in policies developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council.~~
 - b. **Preparation and Approval of an Associate in Ministry.** A candidate for approval and commissioning as an associate in ministry of this church shall have:
 - 1) membership in a congregation of this church and registration by its pastor and council of the candidate with the appropriate synodical candidacy committee;
 - 2) been ~~granted entrance to candidacy by and~~ under the guidance and supervision of the appropriate synodical candidacy committee for at least a year before being approved ~~for call~~ by the committee;
 - 3) completed the academic and practical preparation for the work for which approved according to criteria and procedures established by the appropriate churchwide unit;
 - 4) been examined and approved by the appropriate synodical candidacy committee according to ~~criteria, policies, and~~ procedures ~~established~~ recommended by the appropriate churchwide unit after consultation with the ~~seminaries and colleges of this church that offer programs designed to prepare persons for~~

~~rostered service as associates in ministry Conference of Bishops and adoption by the Church Council;~~

- 5) received and accepted a properly issued and attested letter of call; ~~and~~
- 6) ~~been commissioned, according to the rite of this church, as an associate in ministry.~~

c. Preparation and Approval of a Deaconess of the Evangelical Lutheran Church in America. A candidate for approval and consecration as a deaconess of this church shall have:

- 1) membership in a congregation of this church and registration by its pastor and council of the candidate with the appropriate synodical candidacy committee;
- 2) been ~~granted entrance to candidacy by and~~ under the guidance and supervision of the synodical candidacy committee for at least a year before being approved by the synodical candidacy committee for call ~~and consecration~~;
- 3) completed the academic and practical preparation for the work for which approved according to criteria and procedures established by the appropriate churchwide unit;
- 4) been examined and approved by the synodical candidacy committee according to ~~criteria, policies, and~~ procedures ~~established recommended~~ by the appropriate churchwide unit after consultation with the Deaconess Community of the ELCA and the ~~seminaries and colleges of this church that offer programs designed to prepare persons for rostered service as deaconesses of the Evangelical Lutheran Church in America—Conference of Bishops and adoption by the Church Council~~;
- 5) completed the required formation component, as defined by the appropriate churchwide unit, in the preparation program for service as a deaconess of this church;
- 6) been recommended for call by the bishop of the synod to which the candidate has been assigned in accordance with procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council;
- 7) received and accepted a properly issued and attested letter of call; ~~and~~
- 8) ~~been consecrated, according to the rite of this church, as a deaconess.~~

d. Preparation and Approval of a Diaconal Minister. A candidate for approval and consecration as a diaconal minister of this church shall have:

- 1) membership in a congregation of this church and registration by its pastor and council of the candidate with the appropriate synodical candidacy committee;

- 2) been granted entrance to candidacy by and under the guidance and supervision of the synodical candidacy committee for at least a year before being approved by the synodical candidacy committee for ~~consecration call~~;
- 3) demonstrated competence in at least one area of specialization or expertise according to guidelines established by the appropriate churchwide unit;
- 4) completed a first theological degree from an accredited theological school in North America;
- 5) completed approved work in Lutheran studies as defined by the appropriate churchwide unit;
- 6) completed the required formation component in the preparation program for Lutheran diaconal ministry as defined by the appropriate churchwide unit;
- 7) completed an approved internship or practical preparation as defined by the appropriate churchwide unit;
- 8) been examined and approved by the appropriate synodical candidacy committee according to criteria, policies, and procedures ~~established recommended~~ by the appropriate churchwide unit ~~for such candidacy after consultation with the Conference of Bishops and adoption by the Church Council~~;
- 9) been recommended for call by the bishop of the synod to which the candidate has been assigned in accordance with procedures recommended by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council;
- 10) received and accepted a properly issued and attested letter of call; ~~and~~
- 11) ~~been consecrated, according to the rite of this church, as a diaconal minister.~~

7.52.23. . . .

~~d. The call of a congregation, when accepted by an associate in ministry, deaconess, or diaconal minister, shall constitute a continuing mutual relationship and commitment which, except in the case of the death of the individual, shall be terminated only following consultation with the synodical bishop in accordance with policy developed by the appropriate churchwide unit, reviewed by the Conference of Bishops, and adopted by the Church Council of the Evangelical Lutheran Church in America.~~

8.17. References herein to the nature of the relationship between the three primary expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God’s mission, and the fulfillment of the purposes of this church as

described in Chapter 4, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

8.72.10. Ecumenical Availability of Ordained Ministers and Rostered Laypersons

8.72.11. An ordained minister of this church, serving temporarily in a church body with which a relationship of full communion has been declared and established by a Churchwide Assembly of the Evangelical Lutheran Church in America, may be retained on the roster of ordained ministers—upon endorsement by the synodical bishop and by action of the Synod Council in the synod in which the ordained minister is listed on the roster—under policy policies developed at the direction of the presiding bishop and secretary, reviewed by the Conference of Bishops, and adopted by the Church Council. An associate in ministry, deaconess, or diaconal minister of this church serving temporarily in a church body with which a relationship of full communion has been declared and established by a Churchwide Assembly of the Evangelical Lutheran Church in America, may be retained on the appropriate roster—upon endorsement by the synodical bishops and by action of the Synod Council in the synod in which the associate in ministry, deaconess, or diaconal minister is listed on the roster—under policies developed at the direction of the presiding bishop and secretary, reviewed by the Conference of Bishops, and adopted by the Church Council.

...

d. A letter of call to an ordained minister of this church or to an associate in ministry, deaconess, or diaconal minister who serves in a congregation of another church body, under a relationship of full communion, or an institution of such a church body on the territory of the synod, may be issued by the Synod Council. A letter of call to an ordained minister of this church or to an associate in ministry, deaconess, or diaconal minister who serves in a national or international agency or institution of another church body, under a relationship of full communion, may be issued by the Church Council.

e. A first call may not be served in a congregation or other entity of a full-communication partner church.

8.72.13. Whenever an ordained minister, associate in ministry, deaconess, or diaconal minister of the Evangelical Lutheran Church in America is to serve or is serving in a church body with which a relationship of full communion has been declared and established by the Churchwide Assembly, or whenever an ordained minister of a church body with which a relationship of full communion has been so declared and established is to serve or is serving in this church, a full sharing of relevant information concerning such rostered leader's ordained minister's experience and fitness for ministry is expected between the synodical bishop (or other

appropriate office or entity) of this church and the appropriate person, office, or entity in the other church. Relevant information related to fitness for ministry shall include, but is not limited to, any information concerning disciplinary proceedings or allegations that could result, or could have resulted, in disciplinary proceedings.

8.72.16. An ordained minister, associate in ministry, deaconess, or diaconal minister of the Evangelical Lutheran Church in America, while serving in an ecumenical setting, remains subject to the standards, policies, and discipline of the Evangelical Lutheran Church in America. An ordained minister of a church body with which a relationship of full communion exists is understood by the Evangelical Lutheran Church in America as subject to the standards, policies, and discipline of the church body in which the ordained minister is rostered or holds ministerial membership. Such an ordained minister, while serving in an ELCA congregation or other ministry, is expected to abide by the standards and policies of this church related to ordained ministers.

8.74. **This church, in accord with constitutional provision 2.05., acknowledges as one with it in faith and doctrine all churches that accept the teaching of the Unaltered Augsburg Confession and understands that altar and pulpit fellowship with congregations and other entities of such churches may be locally practiced. Local practice of altar and pulpit fellowship, in accord with churchwide constitutional provision 2.05., is subject to the approval of the Synod Council, upon endorsement by the synodical bishop. Notice of such approval is to be given to the presiding bishop as the chief ecumenical officer of the Evangelical Lutheran Church in America.**

8.74.01. The approval is granted initially for one year only and must be reviewed and approved annually by the Synod Council. Any time that the local practice of altar and pulpit fellowship no longer serves the mission and ministry needs of this church, the synodical bishop may withdraw endorsement and the Synod Council may withdraw the approval.

8.74.02. An ordained minister of a church body with which the ELCA is not in full communion who is serving in a ministry involving the local practice of altar and pulpit fellowship with an ELCA congregation is understood to be subject to the standards, policies, and discipline of the church body in which the ordained minister is rostered or holds ministerial membership. Such an ordained minister, while serving an ELCA congregation or other ministry, is expected to abide by the standards and policies of this church related to ordained ministers. An ordained minister of this church, while serving in a ministry involving the local practice of altar and pulpit fellowship with a non-ELCA congregation, remains subject to the standards, policies, and discipline of the Evangelical Lutheran Church in America.

9.21. This church shall recognize, receive, and maintain on the roster those congregations which by their practice as well as their governing documents:

...

- d. agree to call pastoral leadership from the clergy roster of this church in accordance with the call procedures of this church, except in special circumstances as defined in the bylaws accompanying this provision, and with the approval of the synodical bishop;

...

9.62. A congregation may terminate its relationship with this church by the following procedure:

- a. A resolution indicating desire to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds majority of the voting members present.
- b. The secretary of the congregation shall submit a copy of the resolution to the synodical bishop and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod shall consult with the congregation during a period of at least 90 days.
- d. If the congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds majority of the voting members present, at which meeting the synodical bishop or an authorized representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.
- e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between the congregation and this church shall be terminated.
- f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and published in the periodical of this church.
- g. Congregations which had been members of the Lutheran Church in America shall be required, in addition to the foregoing provisions in 9.62., to receive synodical approval before terminating their membership in this church.
- h. Congregations that are established by the Evangelical Lutheran Church in America shall be required, in addition to the foregoing provisions in 9.62., to receive synodical approval before terminating their membership in this church.

A congregation may terminate its relationship with this church by the following procedure:

- a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds vote of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the congregation council. Unless he or she is a voting member of the congregation, the bishop, and the bishop's designees, if any, shall have voice but not vote at the meeting.
- b. The secretary of the congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod and the congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the synod of the notice as specified in paragraph b. above.
- d. If the congregation, after such consultation, still seeks to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the meeting shall be mailed to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is voting member of the congregation, the bishop, and the bishop's designees, if any, shall have voice but not vote at the meeting.
- e. A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraphs g., h., and i. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church.
- f. Notice of termination shall be forwarded by the bishop to the secretary of this church, who shall

report the termination to the Churchwide Assembly.

g. Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in 9.62., shall be required to receive Synod Council approval before terminating their membership in this church.

h. Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in 9.62., to receive synodical approval before terminating their membership in this church.

i. Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in 9.62., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.

j. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's first meeting as specified in paragraph a. above, another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of 9.62 and may begin no sooner than six months after that second meeting.

9.71. Subject to the provisions of 9.52., the following shall govern the ownership of property by congregations of this church:

...

d. Title to the property of a congregation that has acted to terminate its relationship with this church by the provisions of 9.62. and has acted by a two-thirds vote to relate to another Lutheran church body shall continue to reside in the congregation.

e. Title to the property of a congregation that has acted to terminate its relationship with this church by the provisions of 9.62. and has acted by a two-thirds vote to become independent or to relate to a non-Lutheran church body shall continue to reside in the congregation only with the consent of the Synod Council. The Synod Council, after consultation with the congregation by an established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain

with the majority of the congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of this church.

10.02.01.

The Slovak Zion Synod shall continue as a nongeographic synod of this church. In all other respects it shall be bound by the provisions of the constitutions, and bylaws, and continuing resolutions of this church. In addition, it shall enter into relationships with geographic synods in order to provide opportunities for congregations, ordained ministers, and other leaders to share in the programmatic services of such synods, workshops, and conferences. It shall also periodically review and evaluate its ministries to ascertain their continuing effectiveness.

10.21.

Each synod, in partnership with the churchwide organization, shall bear primary responsibility for the oversight of the life and mission of this church in its territory. In fulfillment of this role, the synod shall:

...

c. Provide for discipline of congregations, ordained ministers, and persons on the official lay rosters; as well as for termination of call, appointment, adjudication, and appeals consistent with the procedures established by this church in Chapter 20 of this the ELCA constitution and bylaws.

10.31.

...

b. The vice president shall chair the Synod Council. In the event of the death, resignation, or disability of the bishop, the vice president, after consultation with the presiding bishop of the Evangelical Lutheran Church in America, shall convene the Synod Council to arrange for the conduct of the duties of the bishop until a new bishop shall be elected, or, in the case of temporary disability, until the bishop resumes full performance of the duties of the office.

10.31.04.

The treasurer may shall be elected by the Synod Assembly or may be appointed by the Synod Council. The treasurer may be either a layperson or an ordained minister.

10.41.04.

Synods may establish processes that permit representatives of congregations under development mission settings formed with the intent of becoming chartered congregations and synodically authorized worshiping communities of the synod, under bylaw 10.02.03., to serve as voting members of the Synod Assembly, consistent with bylaw 10.41.01.

10.52.

The Synod Council shall consist of the four officers of the synod, 10 to 24 other members, at

- least one young adult** and at least one youth, all elected by the Synod Assembly. Each person elected to the Synod Council shall be a voting member of a congregation of the synod, with the exception of ordained ministers on the roster of the synod who reside outside the territory of the synod. The process for election and the term of office when not otherwise specified herein shall be determined by each synod. A member of the Church Council of the Evangelical Lutheran Church in America from the synod, unless otherwise elected as a voting member of the Synod Council, may serve as an advisory member of the Synod Council with voice but not vote.
- 10.63. Each synod shall have an Executive Committee, a Consultation Committee, **an Audit Committee**, and a Committee on Discipline. Each synod also shall establish a Mutual Ministry Committee to provide support and counsel to the bishop.
- 11.31. The legislative function of the churchwide organization shall be fulfilled by the Churchwide Assembly as described in Chapter 12 of this **church's** constitution, **bylaws, and continuing resolutions**.
- 11.33. Leadership of this church shall be vested in the **churchwide** officers, the Churchwide Assembly, the Church Council, **the Conference of Bishops boards**, and executive directors of churchwide **administrative** units. The full-time officers shall be the presiding bishop **of this church**, secretary **of this church**, and treasurer **of this church**. The vice president shall be non-salaried and shall serve as chair of the Church Council.
- 11.41. Within the limits established by the Churchwide Assembly in the constitution, **and bylaws, and continuing resolutions**, the Church Council, as the board of directors **of the churchwide organization**, shall establish the fiscal policies of **this church the churchwide organization**.
- 11.41.06. No churchwide appeal to congregations or individuals of this church for the raising of funds shall be conducted by **the this church churchwide organization** or churchwide units without the consent of the Churchwide Assembly, following consultation with the Conference of Bishops. No appeal to selected congregations and individuals of this church for the raising of funds shall be conducted by **the churchwide organization this church** or churchwide units without the consent of the Church Council, following consultation with either the Conference of Bishops or specific synods as appropriate. Proposals for such special appeals shall be presented to the Church Council through the appropriate council committee with recommendations by the Office of the Presiding Bishop.
- 11.41.07.** **This church shall not, in any manner, be responsible for the debts or liabilities of other Lutheran organizations, institutions, or agencies, whether independent of or affiliated with this church.**
- 12.41. The voting members of the Churchwide Assembly shall be the voting members of this **corporation church**. The requirements for voting members of the assembly and other members shall be specified in the bylaws.
- 12.41.11. Each synod shall elect one voting member of the Churchwide Assembly for every 5,800 baptized members in the synod. In addition, each synod shall elect one voting member for every 50 congregations in the synod. The synodical bishop, who is *ex officio* a member of the Churchwide Assembly, shall be included in the number of voting members so determined. There shall be at least two voting members from each synod. **The Church Council may allocate up to ten additional voting members among synods in order to further the principles of organization, commitment to inclusiveness, and interdependence as specified in Chapter 5 of this constitution, but no single synod may be allocated more than two additional voting members.** The secretary shall notify each synod of the number of assembly members it is to elect.
- 12.41.21. The officers of **the this church churchwide organization** and the bishops of the synods shall serve as *ex officio* members of the Churchwide Assembly. They shall have voice and vote.
- 12.51.31. A Nominating Committee, elected by the Churchwide Assembly, shall nominate **at least one two** persons for each position for which an election will be held by the Churchwide Assembly and for which a nominating procedure has not otherwise been designated in the constitution, **and bylaws, and continuing resolutions** of this church.
- Chapter 13.**
OFFICERS OF THIS CHURCH
- 13.10.** **OFFICERS**
- 13.11. **This church shall have as its The officers shall be the presiding bishop, vice president, secretary, and treasurer.**
- 13.31. **The vice president of this church shall be a layperson who shall serve as chair of the Church Council and, in the event the presiding bishop is unable to do so, as chair of the Churchwide Assembly. The vice president shall serve under the presiding bishop of this church, providing leadership as specified in provision 11.33. of this church's constitution, bylaws, and continuing resolutions.**
- 13.41. **The secretary of this church shall serve under the presiding bishop of this church, providing leadership, as specified in Chapter 11 of this church's constitution, bylaws, and continuing**

- resolutions**, and shall fulfill the normal functions of the secretary of a corporation.
- 13.51. The treasurer ~~of this church~~ shall serve under the presiding bishop of this church, providing leadership as specified in Chapter 11 of this church's constitution, **bylaws, and continuing resolutions**, and shall fulfill the normal functions of the treasurer of a corporation.
- 14.11. ~~This church shall have a~~ **The** Church Council which shall be the board of directors ~~of this church~~ and shall serve as the interim legislative authority between meetings of the Churchwide Assembly.
- 14.12. The Church Council shall meet at least two times each year.
- 14.12.01.** The Church Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, and, to the extent permitted by state law, notice of all meetings may be provided electronically.
- 14.14. The Church Council shall elect the treasurer ~~of this church~~.
- 14.15. The Church Council shall fulfill responsibilities for elections as provided in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* and, in the event that a vacancy on the council or on a board or committee of the churchwide organization is declared by the secretary ~~of this church~~, the Church Council shall elect a member to serve the balance of the term.
- 14.21.06. The Church Council shall adopt personnel policies for ~~the churchwide organization this church~~. Salary structures of churchwide units shall be within the personnel policies of ~~the churchwide organization this church~~, unless exceptions are granted by the Church Council.
- 14.21.15. The Church Council shall determine, unless otherwise specified in ~~this church's~~ the constitution, bylaws, and continuing resolutions, the appropriate churchwide unit for the fulfillment of particular program or policy responsibilities identified in the bylaws.
- 14.21.16. The Church Council shall establish the criteria and policies for the relationship between ~~the churchwide organization this church~~ and independent, cooperative, and related Lutheran organizations. The policies adopted by the Church Council shall be administered by the appropriate unit of the churchwide organization. The determination of which organization shall relate to a specific unit of the churchwide organization shall be made by the Church Council.
- 14.32.01. The Church Council shall have as liaison members nine synodical bishops, each elected by the Conference of Bishops to one four-year term. One bishop shall be elected from each region.
- 14.32.05. Advisory **and liaison** members of the Church Council shall have voice but not vote.
- 14.41.11. The Church Council shall have an Executive Committee composed of the churchwide officers and seven members of the Church Council elected by the council. The vice president of this church shall chair this committee. The Executive Committee shall:
- ...
- g. when necessary, serve as members of the U.S.A. National Committee of the Lutheran World Federation.
- 15.21.01. The presiding bishop shall recommend to the Church Council the personnel policies of ~~the churchwide organization this church~~. Such policies shall be binding ~~on all churchwide units~~ unless exceptions are granted by the Church Council or specified in the constitution, ~~and~~ bylaws, ~~and continuing resolutions~~ of this church.
- 16.12. Each unit shall ~~be responsible report~~ to the Churchwide Assembly and will report to the Church Council in the interim. The policies, procedures, and operation of each unit shall be reviewed by the Church Council in order to assure conformity with the **constitution, bylaws, and continuing resolutions governing documents of this church** and with Churchwide Assembly actions.
- 19.01. The Churchwide Assembly shall elect the presiding bishop, vice president, and secretary of this church and such other persons as the constitution and bylaws may require, according to procedures set forth in the constitution, ~~and bylaws, and continuing resolutions of this church~~.
- 19.03. In the event an interim vacancy on a board, committee, or ~~the Church~~ Council is declared by the secretary ~~of this church~~, the Church Council shall elect a member to serve the balance of the term.
- 19.05. Each nominee for an elected ~~or appointed~~ position in ~~this church~~ the churchwide organization shall be a voting member of a congregation of this church. Each nominee for an appointed position in the churchwide organization should be a voting member of a congregation of this church.

19.05.01. Each voting member of the Church Council, board, or advisory committee of ~~the churchwide organization this church~~ shall cease to be a member of the Church Council, board, or advisory committee if no longer a voting member of a congregation of this church. Upon two successive absences that have not been excused by the Church Council, board, or advisory committee, a member's position shall be declared vacant by the secretary of this church, who shall arrange for election by the Church Council to fill the unexpired term.

19.11.01. In the nomination and election process the following general considerations shall be observed:

- ...
- c. Members of the ~~boards or~~ committees of churchwide units, other than those in restricted categories, who have served less than one-half of a term shall be eligible for election to one full term to be served consecutively upon the conclusion of the partial term.
 - f. ~~The Conference of Bishops shall select one bishop from each region to serve a four-year term as a liaison member of the Church Council.~~ Each biennium the Conference of Bishops shall select a bishop to serve as an advisory member of each board and advisory committee of the churchwide organization. No synodical bishop, with the exception of the chair of the Conference of Bishops, shall serve as a voting member of the Church Council.
 - g. The youth organization of this church shall elect for terms of ~~three two~~ years two persons to serve as advisory members of the Church Council.

19.21.04. ~~It shall be the responsibility of the The Church Council to make certain shall endeavor to ensure~~ that every synod has at least one person serving on the ~~Church Council or~~ churchwide boards, ~~or~~ committees, ~~task forces, or other groups~~. Among those persons elected by the assembly, no more than two persons from any one synod shall serve on ~~the Church Council or~~ any one board, ~~or~~ committee, ~~task force, or other group~~.

19.61.02. No member of the Church Council, a committee of the Church Council, a board, or other committee of the churchwide organization shall receive emolument for such service, nor shall any member be simultaneously an officer of this church, an elected member of the Church Council, or a voting member of a committee or board of the churchwide organization.

Nothing in this section shall be construed to prohibit the payment ~~by this church~~ of the costs of insurance on behalf of a person who is or was a member of the Church Council, a committee of the Church Council, a board, or committee against any liability asserted against and incurred by such

person in or arising from that capacity, whether or not ~~the churchwide organization this church~~ would have been required to indemnify such person against the liability under provisions of law or otherwise.

19.61.B9811. Nominations Desk and Nominations Form

...

d. For purposes of nomination procedures, "synodical membership" means:

- 1) In the case of a layperson ~~who is not on the official rosters of this church~~, the synod that includes the congregation in which such person holds membership; and
- 2) In the case of an ordained minister, the synod on whose roster such ordained minister's name is maintained.
- 3) ~~In the case of an associate in ministry, a deaconess, or a diaconal minister, the synod on whose roster such person's name is maintained.~~

20.11.

There shall be set forth in the bylaws a process of discipline governing officers, ordained ministers, diaconal ministers, associates in ministry, deaconesses, congregations, and members of congregations. Except as provided in 20.18. or 20.19., such process shall assure due process and due protection for the accused, other parties, and this church. Since synods have responsibility for admittance of persons into the ordained ministry of this church or onto other rosters of this church and have oversight of pastoral and congregational relationships, the disciplinary process shall be a responsibility of the synod on behalf of this church ~~and jointly with it.~~

20.15.

The procedures for consultation and discipline set forth in the bylaws shall be the exclusive means of resolving all matters pertaining to the discipline of congregations of this church. Neither ~~the churchwide organization this church~~ nor a synod of this church shall institute legal proceedings in which conduct described in provision 20.31.01. is the basis of a request for relief consisting of suspension of that congregation from this church or removal of that congregation from the roll of congregations of this church. A congregation of this church shall not institute legal proceedings against ~~the~~

churchwide organization this church or a synod of this church seeking injunctive or other relief against the imposition or enforcement of any disciplinary action against that congregation.

20.21.01. Ordained ministers shall be subject to discipline for:

- a. preaching and teaching in conflict with the faith confessed by this church;
- b. conduct incompatible with the character of the ministerial office;
- c. willfully disregarding or violating the functions and standards established by this church for the office of Word and Sacrament;
- d. willfully disregarding the provisions of the **constitutions, or bylaws, and continuing resolutions of this church**; or
- e. willfully failing to comply with the requirements ordered by a discipline hearing committee under 20.23.08.

20.22.01. Laypersons on official rosters shall be subject to discipline for:

- a. confessing and teaching in conflict with the faith confessed by this church;
- b. conduct incompatible with the standards for the rostered ministries of this church;
- c. willfully disregarding or violating the functions and standards established by this church for the lay roster or rosters;
- d. willfully disregarding the provisions of the **constitutions, or bylaws, and continuing resolutions of this church**; or
- e. willfully failing to comply with the requirements ordered by a discipline hearing committee under 20.23.08.

20.31.01. Congregations shall be subject to discipline for:

- a. departing from the faith confessed by this church;
- b. willfully disregarding or violating the criteria for recognition as congregations of this church; or
- c. willfully disregarding or violating the provisions of the **constitutions, or bylaws, and continuing resolutions of this church**.

20.51. The recall or dismissal of the presiding bishop, vice president, or secretary of this church and the vacating of office may be effected:

- a. for willful disregard or violation of the **constitutions, and bylaws, and continuing resolutions of this church**;
- b. for such physical or mental disability as renders the officer incapable of performing the duties of office; or
- c. for such conduct as would subject the officer to disciplinary action as an ordained minister or as a member of a congregation of this church.

20.52.A0511. *Recall or Dismissal of a Churchwide Officer*

- ...
- d. In the case of alleged willful disregard or violation of the **constitutions, and bylaws, and continuing resolutions of this church** or of alleged conduct as would subject the officer to disciplinary action, the following procedures shall apply:

20.53.A9211. *Recall or Dismissal of a Synod Officer*

- a. The recall or dismissal of the bishop, vice president, secretary, or treasurer of a synod of this church and the vacating of office may be effected:
 - 1) for willful disregard or violation of the **constitutions, and bylaws, and continuing resolutions of this church or the constitution and bylaws of the synod**;
 - 2) for such physical or mental disability as renders the officer incapable of performing the duties of office; or
 - 3) for such conduct as would subject the officer to disciplinary action as an ordained minister or as a member of a congregation of this church.

- ...
- g. If the case of alleged willful disregard or violation of the **constitutions, and bylaws, and continuing resolutions of this church or the constitution and bylaws of the synod** or of alleged conduct as would subject the officer to disciplinary action, the following procedures shall apply:

21.01. **Except as otherwise provided in this constitution, indemnification of any person who is or was made or threatened to be made a party to any proceeding is prohibited. For purposes of this chapter, the term, "proceeding," means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding in the right of this church, any other churchwide unit, or any other organization, but excluding (a) a proceeding by this church and (b) a disciplinary hearing or other proceeding described in Chapter 20. For purposes of this chapter, the term, "indemnification," includes advances of expenses. Subject to the limitations and duties imposed by law, each person who is or was made or threatened to be made a party to any proceeding by reason of the present or former capacity of that person as a Church Council member, officer, employee, or committee member of the churchwide organization, or member of the Conference of Bishops, shall be indemnified against all costs**

and expenses incurred by that person in connection with the proceeding. Indemnification by the churchwide organization of any person by reason of that person's capacity as a director, officer, employee, or committee member of a separately incorporated churchwide unit or of any other organization is subject to the provisions of section 21.02.

- a. The term "proceeding" means a threatened, pending, or completed lawsuit, whether civil or criminal, an administrative or investigative matter, arbitration, mediation, alternative dispute resolution, or any other similar legal or governmental action. Except as otherwise required by law, the term "proceeding" does not include (a) any action by the churchwide organization or any unit thereof against the individual seeking indemnification, or (b) a disciplinary hearing or related process described in Chapter 20 of this constitution.
- b. The term "indemnification" includes reimbursement and advances of costs and expenses for judgments, penalties, fines, settlements, excise taxes, reasonable attorneys' fees, disbursements, and similar required expenditures.

21.02. To the full extent permitted from time to time by law, each person who is or was made or threatened to be made a party to any proceeding by reason of the present or former capacity of that person as a Church Council member, officer, employee, or committee member of this church shall be indemnified against judgments, penalties, fines, settlements, excise taxes, and reasonable attorneys' fees and disbursements incurred by that person in connection with the proceeding. While indemnification of any person by reason of that person's capacity as a director, officer, employee, or committee member of a separately incorporated churchwide unit may be made by such separately incorporated unit, indemnification of such person by this church is prohibited. Indemnification of any person by reason of that person's capacity as a director, officer, employee, or committee member of any other organization is subject to the provisions of section 21.03.

21.03.02. Where a person who, while a member of the Church Council, officer, employee, or committee member of the churchwide organization, or member of the Conference of Bishops, or committee member of this church, is or was serving at the request of this church the churchwide organization as (or whose duties in that position involve or involved service in the capacity of) a director, officer, partner, trustee,

employee, or agent of another organization, is or was made or threatened to be made a party to a proceeding by reason of such capacity, then such person shall not be entitled to indemnification unless only if (a) the Church Council has established a process for determining whether a person serving in the capacity described in this section shall be entitled to indemnification in any specific case, and (b) that process has been applied in making a specific determination that such person is entitled to indemnification.

21.04.03. ~~This church~~ The churchwide organization may purchase and maintain insurance on behalf of itself or any person entitled to indemnification pursuant to this chapter against any liability asserted against and incurred by this church or by such other person in or arising from a capacity described in section 21.02-01, or section 21.03-02.

22.11. ~~The This~~ constitution of this church may be amended only through either of the following procedures:

...

22.31. Continuing resolutions not in conflict with the constitution or bylaws of the Evangelical Lutheran Church in America may be adopted or amended by a majority vote of the Churchwide Assembly or by a two-thirds vote of the Church Council. Such continuing resolutions become effective immediately upon adoption. Matters related to the administrative functions of the churchwide organization this church shall be set forth in the continuing resolutions.

Constitution for Synods

†S2.01. This synod possesses the powers conferred upon it, and accepts the duties and responsibilities assigned to it, in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* (ELCA or "this church"), which are recognized as having governing force in the life of this synod.

†S2.02. The name Evangelical Lutheran Church in America (ELCA or "this church") as used herein refers in general references to this whole church, including its three expressions—congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

†S2.02.03. No provision of this constitution shall be inconsistent with the constitution and bylaws of this church.

†S6.03. To fulfill these purposes, this synod, in partnership with the churchwide organization, shall bear

primary responsibility for the oversight of the life and mission of this church in the territory of this synod. In fulfillment of this role, this synod shall:

- ...
- c. Provide for discipline of congregations, ordained ministers, and persons on the official lay rosters; as well as for termination of call, appointment, adjudication, and appeals consistent with the procedures ~~established by this church~~ in Chapter 20 of the ELCA constitution ~~and bylaws of the churchwide organization~~.

†S6.06. References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God’s mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

S7.12. Special meetings of the Synod Assembly may be called by the bishop with the consent of the Synod Council, and shall be called by the bishop at the request of one-fifth of the voting members of the Synod Assembly.

- a. The notice of each special meeting shall define the purpose for which it is to be held. The scope of actions to be taken at such a special meeting shall be limited to the subject matter(s) described in the notice.
- b. If the special meeting of the Synod Assembly is required for the purpose of electing a successor bishop because of death, resignation, or inability to serve, the special meeting shall be called by the Synod Council after consultation with the presiding bishop of the Evangelical Lutheran Church in America in cooperation with the Synod Council.

†S8.12. As this synod’s pastor, the bishop shall be an ordained minister of Word and Sacrament who shall:

- ...
- f. Install (or provide for the installation of):
- 1) the pastors of all congregations of this synod;
 - 2) ordained ministers called to extraparish service within this church-synod; and
 - 3) persons serving in the other rostered ministries within this synod.
- ...
- i. Oversee and administer the work of this synod and in so doing:
- ...

- 9) Annually bring to the attention of the Synod Council the names of all rostered persons on leave from call or engaged in approved graduate study in conformity with the constitution, ~~and~~ bylaws, ~~and~~ continuing resolutions of this church and pursuant to prior action of this synod through the Synod Council;

...

S8.23. In the event of the death, resignation, or disability of the bishop, the vice president, after consultation with the presiding bishop of the Evangelical Lutheran Church in America, shall convene the Synod Council to arrange for the conduct of the duties of the bishop until a new bishop shall be elected or, in the case of temporary disability, until the bishop resumes full performance of the duties of the office.

†S8.41. The treasurer ~~may shall~~ be elected by the Synod Assembly or may be appointed by the Synod Council. The treasurer shall be a voting member of a congregation of this synod. The treasurer may be either a layperson or an ordained minister.

†S8.51. The terms of office of the officers of this synod shall be:

- a. The bishop of this synod shall be elected to a term of six years and may be reelected.
- b. The vice president, and secretary, and treasurer of this synod shall be elected to a term of ___ years and may be reelected.
- c. The treasurer of this synod shall be [elected] [appointed] to a ___-year term and may be reelected or reappointed.

S8.52. The terms of the officers shall begin on the first day of the _____ month following election or, in special circumstances, at a time designated by the Synod Council.

†S8.54. Should the bishop die, resign, or be unable to serve, the vice president, after consultation with the presiding bishop of the Evangelical Lutheran Church in America, shall convene the Synod Council to arrange for the appropriate care of the responsibilities of the bishop until an election of a new bishop can be held or, in the case of temporary disability, until the bishop is able to serve again. Such arrangements may include the appointment by the Synod Council of an interim bishop, who during the vacancy or period of disability shall possess all of the powers and authority of a regularly elected bishop. The term of the successor bishop, elected by the next Synod Assembly or a special meeting of the Synod Assembly called for the purpose of election, shall be six years with the subsequent election to take place at the Synod Assembly closest to the expiration of such a term and with the starting date of a successor term to be governed by constitutional provision S8.52.

- S9.05.** The Nominating Committee shall nominate at least one two persons for vice president; additional nominations may be made from the floor.
- S9.06.** The Synod Council shall nominate at least one two persons for secretary; additional nominations may be made from the floor.
- S9.07.** If the treasurer is elected, the The Synod Council shall nominate at least one two persons for treasurer; additional nominations may be made from the floor.
- S10.06.** If a member of the Synod Council ceases to meet the requirements of the position to which she or he was elected be a member in good standing on a roster of this synod, if an ordained minister, or to be a voting member of a congregation of this synod, if a layperson, the office filled by such member shall at once become vacant.
- S10.07.** The composition of the Synod Council, the number of its members, and the manner of their selection, as well as the organization of the Synod Council, its additional duties and responsibilities, and the number of meetings to be held each year shall be as set forth in the bylaws.
- S10.07.01.** To the extent permitted by state law, meetings of the Synod Council and its committees may be held electronically or by telephone conference, and notice of all meetings may be provided electronically.
- †**S13.01.** Each congregation, except those certified as congregations of the Evangelical Lutheran Church in America by the uniting churches, prior to being listed in the register of congregations of this synod, shall adopt the *Model Constitution for Congregations* or one acceptable to this synod that is not in contradiction to the constitution and bylaws of the Evangelical Lutheran Church in America.
- a. **New congregations.** A congregation newly formed by this church and any congregation seeking recognition and reception by this church shall:
- ...
- 2) Adopt governing documents that include fully and without alterations the Preamble, Chapter 1, where applicable, and all required provisions of Chapters 2, 3, 4, 5, 6, 7, 8, 9, 15, 16, 17, 18, and 19 in the *Model Constitution for Congregations* consistent with requirements of this constitution and the constitution the constitutions, bylaws, and continuing resolutions of this church. Bylaws and continuing resolutions, appropriate for inclusion in these chapters and not in conflict with these required provisions in the *Model Constitution for Congregations*, the constitution of this

synod, or the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, may be adopted as described in Chapters 16 and 18 of the *Model Constitution for Congregations*.

†**S14.15.**

...
The parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members transferred or dismissed, members who have become inactive, or members excluded from the congregation shall be kept accurately and permanently. They shall remain the property of each congregation. At the time of the closure of a congregation, such records shall be sent to the regional archives of each congregation shall be kept in a separate book which shall remain its property. The secretary of the congregation shall attest to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before:

- installation in another field of labor, or
- the issuance of a certificate of dismissal or transfer.

†**S16.01.**

Except as otherwise provided in this constitution, indemnification of any person who is or was made or threatened to be made a party to any proceeding is prohibited. For purposes of this chapter, the term, "proceeding," means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding in the right of this synod or any other organization. Except as otherwise required by law, (a) the term, "proceeding," does not include a proceeding by this synod and (b) indemnification for expenses incurred in a disciplinary hearing or other proceeding described in Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* shall be permitted only as provided in †S16.05. For purposes of this chapter, the term, "indemnification," includes advances of expenses.

†**S16.02.01.**

To the full extent permitted from time to time Subject to the limitations and duties imposed by law, each person who is or was made or threatened to be made a party to any proceeding by reason of the present or former capacity of that person as a Synod Council member, officer, employee, or committee member of this synod shall be indemnified against judgments, penalties, fines, settlements, excise taxes, and reasonable attorney's fees and disbursements all costs and expenses incurred by that person in connection with the proceeding. Indemnification of any person by reason of that person's capacity as a director, officer, employee, or committee member of any other organization, regardless of its form or

relationship to this synod, is subject to the provisions of section †S16.03-02.

a. The term “proceeding” means a threatened, pending, or completed lawsuit, whether civil or criminal, an administrative or investigative matter, arbitration, mediation, alternative dispute resolution, or any other similar legal or governmental action. Except as otherwise required by law, the term “proceeding” does not include (a) any action by this synod against the individual seeking indemnification, or (b) subject to †16.04., a disciplinary hearing or related process described in Chapter 20 of this constitution.

b. The term “indemnification” includes reimbursement and advances of costs and expenses for judgments, penalties, fines, settlements, excise taxes, reasonable attorneys’ fees, disbursements, and similar required expenditures.

†S16.03-02. Whenever a person who, while a Synod Council member, officer, committee member, or employee of this synod, is or was serving at the request of this synod as (or whose duties in that position involve or involved service in the capacity of) a director, officer, partner, trustee, employee, or agent of another organization, is or was made or threatened to be made a party to a proceeding by reason of such capacity, then such person shall not be entitled to indemnification unless only if (a) the Synod Council has established a process for determining whether a person serving in the capacity described in this section shall be entitled to indemnification in any specific case, and (b) that process has been applied in making a specific determination that such person is entitled to indemnification.

†S16.04-03. This synod may purchase and maintain insurance on behalf of itself or any person entitled to indemnification pursuant to this chapter against any liability asserted against and incurred by this synod or by such other person in or arising from a capacity described in section †S16.02-01, or section †S16.03-02.

†S16.05-04. When in proceedings under Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* written charges against an ordained minister or a layperson on an official roster of this church are made in disciplinary proceedings under Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* by the synodical bishop or when written charges against a congregation are made in disciplinary proceedings by the Synod Council or the synodical bishop, and the discipline hearing committee determines that no discipline shall be imposed, and then if such determination is not

reversed or set aside if an on appeal, is taken, then indemnification shall be made by the synod to the accused for reasonable attorney’s fees and other reasonable expenses related to the defense of the charges. The determination of the reasonableness of such fees and expenses shall be decided by the Synod Council.

†S18.11. Certain sections of this constitution incorporate and record therein required provisions of the constitution and bylaws of this church. If such provisions are amended by this church the Churchwide Assembly, corresponding amendments shall be introduced at once into this constitution by the secretary of this synod upon receipt of formal certification thereof from the secretary of the Evangelical Lutheran Church in America.

†S18.21. This synod may adopt bylaws not in conflict with this constitution nor with the constitution and bylaws of this church the churchwide organization. This synod may amend its bylaws at any meeting of the Synod Assembly by a two-thirds vote of voting members of the assembly present and voting. Newly adopted bylaws and amendments to existing bylaws shall be reported to the secretary of this church.

†S18.31. This synod may adopt continuing resolutions not in conflict with this constitution or its bylaws or the constitution, and bylaws, and continuing resolutions of this church the churchwide organization. Such continuing resolutions may be adopted or amended by a majority vote of the Synod Assembly or by a two-thirds vote of Synod Council. Newly adopted continuing resolutions and amendments to existing continuing resolutions shall be reported to the secretary of this church.

Model Constitution for Congregations

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

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

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

...

d. adopt amendments to the constitution, as provided in Chapter 17, and amendments to the bylaws, as specified in Chapter 16, and continuing resolutions, as provided in Chapter 18.

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

- a. This congregation agrees to be responsible for its life as a Christian community.
- b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
- c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of ordained ministers of the Evangelical Lutheran Church in America or to contracting for pastoral services with an ordained minister of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.

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

- a. A resolution indicating the desire of this congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of this congregation by a two-thirds majority of the voting members present.
- b. The secretary of this congregation shall submit a copy of the resolution to the synodical bishop and shall mail a copy of the resolution to voting members of this congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod shall consult with this congregation during a period of at least 90 days.
- d. If this congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds majority of the voting members present, at

which meeting the bishop of the synod or an authorized representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.

e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between this congregation and the Evangelical Lutheran Church in America shall be terminated.

f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and published in the periodical of this church.

g.¹ Since this congregation was a member of the Lutheran Church in America, it shall be required, in addition to the foregoing provisions in *C6.05., to receive synodical approval before terminating its membership in the Evangelical Lutheran Church in America.

h.² Since this congregation was established by the Evangelical Lutheran Church in America, it shall be required, in addition to the foregoing provisions in *C6.05., to receive synodical approval before terminating its membership in the Evangelical Lutheran Church in America.

A congregation may terminate its relationship with this church by the following procedure:

a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds vote of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the congregation council. Unless he or she is a voting member of the congregation, the bishop, and the bishop's

¹ This provision is to be used in the constitutions of all congregations that formerly were a part of the Lutheran Church in America, in accord with provision 9.62.g. in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.

² This provision is to be used in the constitutions of all congregations that have been established by the Evangelical Lutheran Church in America, in accord with provision 9.62.h. in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.

- designees, if any, shall have voice but not vote at the meeting.
- b. The secretary of the congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod and the congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the synod of the notice as specified in paragraph b. above.
- d. If the congregation, after such consultation, still seeks to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the meeting shall be mailed to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is voting member of the congregation, the bishop, and the bishop's designees, if any, shall have voice but not vote at the meeting.
- e. A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraphs g., h., and i. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church.
- f. Notice of termination shall be forwarded by the bishop to the secretary of this church, who shall report the termination to the churchwide assembly.
- g. Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in *C6.05., shall be required to receive synod council approval before terminating their membership in this church.
- h. Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to receive synodical approval before terminating their membership in this church.
- i. Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to satisfy all financial obligations to this church and receive synod council approval before terminating their membership in this church.
- j. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's first meeting as specified in paragraph a. above, another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of *C6.05. and may begin no sooner than six months after that second meeting.
- *C7.03.** If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in *C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the *(insert name of synod)* Synod.
- *C7.04.** If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in *C6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.
- *C9.07.** During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any

ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.

C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail to all [voting] members at least 10 days in advance of the date of the meeting. The posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members shall be sufficient. Electronic notice of meetings may be provided in addition to notice by regular mail.

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

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

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