

2019 ND Template
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CONSTITUTION
BYLAWS AND CONTINUING RESOLUTIONS
of the
Trinity Evangelical Lutheran Church
BISMARCK, NORTH DAKOTA

***PREAMBLE**

We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together to preach the Word, administer the sacraments, and carry out God's mission, do hereby adopt this constitution and solemnly pledge ourselves to be governed by its provisions. In the name of the Father and of the Son and of the Holy Spirit.

Chapter 1.

NAME AND INCORPORATION

- C1.01.** The name of this congregation shall be Trinity Evangelical Lutheran Church of Bismarck.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of Trinity Evangelical Lutheran Church of Bismarck is hereinafter designated as "this congregation."
- C1.11.** This congregation shall be incorporated under the laws of the State of North Dakota.

Chapter 2.

CONFESSION OF FAITH

- *C2.01.** This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- *C2.02.** This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
 - a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
 - b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
 - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- *C2.03.** This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.
- *C2.04.** This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- *C2.05.** This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.

¹* Required provision

- *C2.06. This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- *C2.07. This congregation confesses the Gospel, recorded in the Holy Scripture and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Chapter 3.

NATURE OF THE CHURCH

- *C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- *C3.02. This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.
- *C3.03. The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.
- *C3.04. This church, inspired and led by the Holy Spirit, participates in The Lutheran World Federation as a global communion of churches, engaging in faithful witness to the gospel of Jesus Christ and in service for the sake of God's mission in the world.
- *C3.05. The name Evangelical Lutheran Church in America (ELCA or "this church") as used herein refers in general references to this whole church, including its three expressions: congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

Chapter 4.

STATEMENT OF PURPOSE

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

- e. Witness to the reconciling Word of God in Christ, reaching out to all people.
 - f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
 - g. Motivate its members to provide financial support for this congregation's ministry and the ministry of the other expressions of the Evangelical Lutheran Church in America.
 - h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
 - i. Foster and participate in ecumenical relationships consistent with churchwide policy.
- *C4.04.** This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions.
- *C4.05.** This congregation shall adopt and periodically review a mission statement which will provide specific direction for its programs.
- *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.

Chapter 5. POWERS OF THE CONGREGATION

- *C5.01.** The powers of this congregation are those necessary to fulfill its purpose.
- *C5.02.** The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- *C5.03.** Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by this congregation. This congregation is authorized to:
- a. call a pastor as provided in Chapter 9;
 - b. terminate the call of a pastor as provided in Chapter 9;
 - c. call a minister of Word and Service;
 - d. terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America;
 - e. adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
 - f. approve the annual budget;
 - g. acquire real and personal property by gift, devise, purchase, or other lawful means;
 - h. hold title to and use its property for any and all activities consistent with its purpose;
 - i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
 - j. elect its officers, Congregation Council, committees and require them to carry out their duties in accordance with the constitution, bylaws and continuing resolutions; and
 - k. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- *C5.04.** This congregation shall elect from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by this congregation and other qualifications shall be as prescribed in guidelines established by the Western North Dakota Synod of the Evangelical Lutheran Church in America.
- C5.05.** This congregation shall have a Trust Fund that will operate as specified in this congregation's bylaws. The purpose of the Trust Fund is to provide for mission work beyond the operational budget of this congregation.

Chapter 6. CHURCH AFFILIATION

- *C6.01.** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Western North Dakota Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.

- *C6.02.** This congregation accepts the Confession of Faith and agrees to the purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- *C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
- a. This congregation agrees to be responsible for its life as a Christian community.
 - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
 - c. This congregation agrees to call pastoral leadership from the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastoral services with a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
 - d. This congregation agrees to consider ministers of Word and Service for call to other staff positions in this congregation according to the procedures of the Evangelical Lutheran Church in America.
 - e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.
- *C6.04.** Affiliation with the Evangelical Lutheran Church in America is terminated as follows:
- a. This congregation takes action to dissolve.
 - b. This congregation ceases to exist.
 - c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America or in accordance with provision 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America.
 - d. The Western North Dakota takes charge and control of the property of this congregation to hold, manage, and convey the same on behalf of the synod pursuant to †S13.24. of the synod constitution. This congregation shall have the right to appeal the decision to the next Synod Assembly.
 - e. This congregation follows the procedures outlined in *C6.05.
- *C6.05.** This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:
- a. A resolution indicating the intent to terminate its relationship must be adopted at two legally called and conducted special meetings of this congregation by a two-thirds vote of the voting members present at each meeting. The first 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 this 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 this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the first meeting.
 - b. Within 10 days after the resolution has been voted upon at the first meeting, the secretary of this 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 send copies of the resolution and certification to voting members of this congregation.
 - c. If the resolution was adopted by a two-thirds vote of the voting members present at the first meeting, the bishop of the synod and this congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the bishop of the attestation and certification as specified in paragraph b. above.
 - d. If this congregation, after such consultation, is still considering termination of its relationship with this church, 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 second meeting shall be sent to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is a voting member of this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the second meeting.
 - e. Within 10 days after the resolution has been voted upon, the secretary of this congregation shall submit a copy of the resolution to the bishop, attesting that the second special meeting was legally called and

conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to the voting members of the congregation. If the resolution was adopted by a two-thirds vote of the voting members present at the second meeting, the relationship between the congregation and this church shall be terminated subject to Synod Council approval as required by paragraphs f. and g. below.

- f. Unless this notification to the bishop also certifies that this congregation has voted to affiliate with another Lutheran denomination, this congregation shall be deemed an independent or non-Lutheran church, in which case *C7.04. shall apply.
- g. This congregation shall abide by these covenants by and among the three expressions of this church:
 - 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in *C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
 - 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to receive synod approval before terminating their membership in this church.
 - 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.
- h. If this congregation fails to achieve the required two-thirds vote of voting members present at this congregation's first meeting as specified in paragraph a. above or fails to achieve the required two-thirds vote of voting members present at this 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 the meeting at which the two-thirds vote was not achieved.

***C6.06.** If this congregation considers relocation, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is taken.

***C6.07.** If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action.

Chapter 7

PROPERTY OWNERSHIP

***C7.01.** If this congregation ceases to exist, title to undisposed property shall pass to the Western North Dakota Synod of the Evangelical Lutheran Church in America.

***C7.02.** If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline or pursuant to 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America, title to property shall continue to reside in this congregation.

***C7.03.** If 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 Western North Dakota Synod.

***C7.04.** If 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 process established by the synod, 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. In neither case does title to this congregation's property transfer to the synod

***C7.05.** Notwithstanding the provisions of *C7.02. and *C7.03. above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision

9.71.a. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this congregation accepts such restrictions and:

- a. Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.
- b. Shall—upon written demand by the Synod Council, pursuant to †S13.23. of the constitution of the Western North Dakota Synod —reconvey and transfer all right, title, and interest in the property to the synod.

Chapter 8. MEMBERSHIP

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

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

- a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. **Voting** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of this congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws. They shall not have voted as a seasonal member of another congregation of this church in the previous two calendar months.
- d. **Associate** members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
- e. **Seasonal** members are voting members of other congregations of this church who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
 - 1) they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;
 - 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
 - 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with this church;
 - 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
 - 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
 - 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.

***C8.03.** All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council.

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

- a. make regular use of the means of grace, both Word and sacraments;
- b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and

- c. support the work of this congregation, the synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action in accordance with Chapter 20 of the constitution and bylaws of the Evangelical Lutheran Church in America; or
- e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.

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

C8.05A21. If a person has been removed from the roll of members, this congregation shall retain the person's name in a file of inactive members. This congregation shall encourage the person to participate in the congregation's life or to transfer to another congregation. If the person resumes participating in the congregational life within a five-year period, the person shall be given the appropriate membership classification in *C8.02. If the person does not resume participating in the congregational life within a five-year period, the congregation shall continue to retain person's name in a file of former members.

Chapter 9.

ROSTERED MINISTER

***C9.01.** Authority to call a pastor shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by this congregation to recommend the call, shall seek the advice and help of the bishop of the synod.

***C9.02.** Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for this congregation by the synod bishop may be called as a pastor of this congregation.

***C9.03.** Consistent with the faith and practice of the Evangelical Lutheran Church in America,

- a. Every minister of Word and Sacrament shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - 6) impart knowledge of this church and its wider ministry through available channels of effective communication;
 - 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
 - 8) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
- b. Each pastor with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) relate to all schools and organizations of this congregation;
 - 3) install regularly elected members of the Congregation Council;
 - 4) with the council, administer discipline;
 - 5) endeavor to increase the support given by the congregation to the work of the churchwide organization and of the Western North Dakota Synod; and
 - 6) encourage adherence to covenantal relationship with this church as expressed in the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

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

- *C9.05.** The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:
- a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the pastor's death or, following consultation with the synod bishop, for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in this congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
 - b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament with disability status. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
 - d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to this congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.
 - e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, this congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- *C9.06.** At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.
- *C9.07.** During the period of service, an interim pastor shall have the rights and duties in this congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any rostered minister providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously

- agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.
- *C9.08. This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting.
 - *C9.09. When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
 - *C9.11. With the approval of the bishop of the synod, this congregation may depart from *C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.05.a.
 - *C9.12. The pastor of this congregation:
 - a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from this congregation;
 - b. shall submit a summary of such statistics annually to the synod; and
 - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
 - *C9.13. The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.
 - *C9.14. The parochial records of this congregation shall be maintained by the pastor and shall remain the property of this congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another call or approval of a request for change in roster status.
 - C9.15. Under special circumstances, subject to the approval of the synod bishop and the concurrence of this congregation, a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between this congregation and the pastor in a form proposed by the synod bishop and approved by this congregation.
 - *C9.21. Authority to call a deacon shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by this congregation to recommend the call, shall seek the advice and help of the bishop of the synod.
 - *C9.22. Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synod bishop may be called as a deacon of this congregation.
 - *C9.23. Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
 - a. Be rooted in the Word of God, for proclamation and service;
 - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
 - c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
 - d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
 - e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
 - f. Practice stewardship that respects God's gift of time, talents, and resources;
 - g. Be grounded in a gathered community for ongoing diaconal formation;
 - h. Share knowledge of this church and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
 - i. Identify and encourage qualified persons to prepare for ministry of the gospel.

- *C9.24.** The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.
- *C9.25.** The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:
- a. The call of this congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the deacon's death or, following consultation with the synod bishop, for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the deacon;
 - 5) suspension of the deacon through discipline for more than three months;
 - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
 - b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service with disability status. Upon removal of the disability and the restoration of the deacon to health, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.
 - d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.
 - e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- *C9.26.** This congregation shall make satisfactory settlement of all financial obligations to a former deacon before calling a successor. A deacon shall make satisfactory settlement of all financial obligations to

this congregation before beginning service in a call to another congregation or employment in another ministry setting.

- *C9.27. When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- *C9.28. With the approval of the bishop of the synod, this congregation may depart from *C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.25.a.
- *C9.29. The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations.
- *C9.31. The deacon(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

Chapter 10.

CONGREGATION MEETING

C10.01. This congregation shall have at least one regular meeting per year. The regular meeting(s) of the congregation shall be held at the dates and time(s) specified in continuing resolutions. Consistent with the laws of the State of North Dakota, the continuing resolutions shall designate one regular meeting per year as the annual meeting of this congregation.

C10.01.01. The Congregational Meetings shall be conducted in accordance with continuing resolutions.

C10.01A21. The recommended order of business at the annual meeting shall be:

- a. Opening devotions
- b. Approval of the minutes of the previous meeting
- c. Reports of pastor(s), committees, finances, and others
- d. Approval of the budget
- e. Unfinished business
- f. New business
- g. Elections
- h. Closing prayer

C10.01B21. Voting on items brought before the Congregation may be done by voice vote or by a show of hands except in the following circumstances, which shall be by secret ballot:

- a. To call or remove a pastor, or,
- b. To remove a member from the Congregation, or,
- c. To sever ties with the ELCA, or,
- d. If a financial expenditure exceeds 1% of the anticipated revenues, or,
- e. If there is more than one nominee for a position, or,
- f. If 10 or more members present request a secret ballot on any issue brought before the Congregation.

C10.01C21. If more than one ballot is required in an election, a motion shall be in order to limit the balloting after the first ballot to the three candidates receiving the highest number of votes on the first ballot; and after the second ballot to limit the balloting to the two candidates receiving the highest number of votes.

C10.02. A special Congregation Meeting may be called by a congregational pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of this congregation upon the written request of sixty-five (65) voting members. The president of the Congregational Council shall call a special meeting upon request of the synod bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.

- C10.03.** Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive weeks of worship and by mail or electronic means, as permitted by state law, to all voting members at least 10 days in advance of the date of the meeting.
- C10.04.** 5% of voting members shall constitute a quorum.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.
- C10.06.** All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.
- C10.07.** *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.
- C10.08.** This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication. To the extent permitted by state law, notice of all meetings may be provided electronically.

Chapter 11. OFFICERS

- C11.01.** The officers of this congregation shall be a president, first vice president, second vice president and secretary.
 - a. Duties of the officers shall be specified in the continuing resolutions.
 - b. The officers shall be voting members of this congregation.
 - c. Officers of this congregation shall serve similar offices of the Congregational Council and shall be voting members of the Congregational Council.

- C11.02.** The congregation shall elect its officers and they shall be the officers of this congregation. The officers shall be elected and shall serve for one year (except for the secretary) or until their successors are elected. Their terms shall begin at the close of the annual meeting at which they are elected.
- C11.02.01.** The process for electing officers shall be established in continuing resolutions.

- C11.02A21.** The congregation shall elect the secretary at the annual meeting. The secretary shall serve a term of two years or until a successor is elected. The term shall begin at the close of the annual meeting at which the secretary is elected.
- C11.02B21.** In the event of a vacancy in the office of president, the first vice-president shall serve as president until the next annual meeting. The second vice-president shall serve as first vice-president. In order to fill the second vice-president's vacancy or in the event of a vacancy in the office of either the first or second vice-president, the Council shall elect from its membership, by majority vote, a new officer to fill that vacancy until the next annual meeting, and that person's place on the Council shall be filled as provided by paragraph C12.03. In the event of a vacancy in the offices of secretary, the Council shall elect, by majority vote, a successor until the next annual meeting.
- C11.02C21.** The Duties of the President include the following:
 - a. Work with and support the pastors and other staff.
 - b. Preside at congregation, council, and executive committee meetings.
 - c. Serve as congregational leader and as Council spokesperson to the congregation.
 - d. Keep up to date on Synod and ELCA activities and opportunities.
 - e. Appoint committees and task forces as directed by the Council.
 - f. Coordinate plans and activities with pastors and/or appropriate staff.
 - g. Lead the Executive Committee in building the agenda for Council meetings, with input from the pastors and other appropriate individuals.
 - h. Facilitate the work of the Council in cooperation with staff and elected or appointed congregational leaders.
- C11.02D21.** The Duties of the First Vice-President include the following:
 - a. Assume duties of president as necessary.
 - b. Serve as liaison to the Trust Fund.
 - c. Complete assignments from the Council and president.
 - d. Attend Council and Executive Committee meetings.
 - e. Assist in carrying out responsibilities of the president.
- C11.02E21.** The Duties of the Second Vice-President include the following:

- a. Work with appropriate office staff to maintain and provide adequate records of all receipts, expenses, memorial accounts, and all other funds of the congregation.
 - b. Attend Council and Executive Committee meetings.
 - c. Complete assignments from the Council and president.
 - d. Provide financial report to the council and congregation.
- C11.02F21. The Duties of the Secretary include the following:
- a. Record minutes of the congregation, Council, and Executive Committee special meetings or when actions are taken.
 - b. Post or distribute minutes of congregation and Council meetings as appropriate.
 - c. Provide for notice of congregation and Council meetings as specified by the constitution and bylaws.
 - d. Prepare official records with a copy to be placed in the permanent archives of the congregation.
- C11.02G21. The Council shall have the authority to appoint assistant secretaries as required for specified periods of time, but they shall not be entitled to vote at Council meetings unless they are Council members.
- C11.03.** No officer shall hold more than one office at a time. No elected officer shall be eligible to serve more than two consecutive terms in the same office.

Chapter 12.

CONGREGATION COUNCIL

- C12.01.** The voting membership of the Council shall consist of eleven members, including four officers of the congregation and not more than seven members of the congregation. Pastors shall be non-voting members of the Council. Any voting member of this congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council without cause. Consistent with the laws of the state in which this congregation is incorporated, this congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.
- C12.02.** The members of the Congregation Council are elected to serve for three years or until their successors are elected. Such members shall be eligible to serve no more than two full terms consecutively. Their terms shall begin at the close of the annual meeting at which they are elected.
- C12.03.** Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting.
- C12.04.** The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:
- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
 - b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
 - c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
 - d. To maintain supportive relationships with the rostered minister(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.
 - e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
 - f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.
 - g. To arrange for pastoral service during the sickness or absence of the pastor.
 - h. To emphasize support of the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
 - i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
 - j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- C12.05.** The Congregation Council shall be responsible for the financial and property matters of this congregation.

- a. The Congregation Council shall be the board of directors of this congregation and, as such, shall be responsible for maintaining and protecting its property and managing its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of North Dakota, except as otherwise provided herein.
 - b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of this congregation.
 - c. The Congregation Council may enter into contracts of up to 1% of anticipated annual receipts for items not included in the budget.
 - d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than 1% in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in collaboration with the synod and churchwide organization.
 - e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of mission support monies to the synod treasurer.
 - f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
- C12.06.** The Congregation Council shall see that the provisions of this constitution, bylaws, and the continuing resolutions are carried out.
- C12.06A21.** A Council member shall refrain from voting and participating in deliberations or discussions on any matter in which the remaining members of the Council determine by majority vote, that a conflict of interest exists. Each Council member shall make full disclosure of potential conflicts of interest as they arise.
- C12.07.** The Congregation Council shall provide for an annual review of the membership roster.
- C12.08.** The Congregation Council shall be responsible for the employment and supervision of the staff of this congregation. Nothing in this provision shall be deemed to affect this congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of this church.
- C12.09.** The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.
- C12.11.** The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.
- C12.11A21.** Meetings of the Congregation Council shall be open to any voting member of this congregation unless the Council votes to conduct an executive session on a specific agenda item.
- C12.12.** A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the senior pastor or interim pastor, except when the senior pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the senior pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synod bishop.
- C12.13.** The Congregation 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.

Chapter 13. **CONGREGATION COMMITTEES**

- C13.01.** The officers of this congregation and the pastor shall constitute the *Executive Committee*.
- C13.01A21.** The Executive Committee shall consist of the officers of this congregation and the Pastors. This committee shall prepare recommendations for an annual budget to the Council two months in advance of the annual meeting and prepare the agenda for congregation and council meetings.

C13.02. A *Nominating Committee* of five voting members of this congregation, two of whom, if possible, shall be outgoing members of the Congregation Council, shall be elected at the annual meeting for a term of one year. Members of the Nominating Committee are not eligible for consecutive re-election.

C13.02A21. Duties of the committee shall include the following:

- a. Make one or more nominations to the congregation for each position to be elected by the congregation, making such selections known to the congregation at least two weeks prior to the election.
- b. Make one or more nominations to the Council for each position to be elected or appointed by the Council.
- c. Upon request of the Council, make recommendations to fill vacancies for unexpired terms of officers and Council members.
- d. Serve as election inspectors at all elections to assure proper procedures.

C13.03. An *Audit Committee* of three voting members shall be elected by the Congregation. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with one member elected each year. Members shall be eligible for re-election subject to term limitations.

C13.03A21. The Audit Committee with approval of the Council, may secure outside help on a fee basis from an independent accountant, registered in the state. Duties of this committee shall include the following:

- a. Examine and review all accounts and records.
- b. Exercise supervision and oversee the work of the audit if it is conducted by an outside auditor.
- c. Examine all insurance policies and prepare a schedule of the insurance coverage.
- d. Inspect and examine securities and investments.
- e. Prepare a schedule of the securities and investments for review by the Council.
- f. Report its findings in writing to the congregation at each annual meeting for approval.
- g. Review the recording of cash receipts and verify check accounting in accordance with generally accepted auditing methods.

C13.05. When a vacancy occurs in a position for which this congregation calls a rostered minister, a *Call Committee* of six voting members shall be elected by this congregation. Term of office will terminate upon installation of the newly called rostered minister.

C13.06. Other committees of this congregation may be formed, as the need arises, by decision of the Congregation Council.

C13.06A21 The congregation shall have the committees specified herein, and such other committees as may be necessary. Provisions in the Constitution, bylaws, and continuing resolutions relating to calling of meetings, notice of meetings, quorum for the transaction of business, voting by proxy, majority vote, and vacancies in the council and committees shall also apply to committees.

C13.06B21. Committees shall either be committees of the congregation or committees of the council. Appointment of members of a committee shall be determined by the origin of the committee where not otherwise specified. Unless otherwise specified, terms of office for committee members shall be three years. No person shall serve more than six consecutive years on the same committee.

C13.07. Duties of committees of this congregation shall be specified in the continuing resolutions.

C13.07A21. Each committee shall consist of at least-three members. The term of each appointment shall be for three years. No person may serve on more than one committee at a time. Each committee will have a liaison from the Congregation Council. Committees will be maintained to facilitate the primary goals and objectives of the congregation. More than one-committee in an area may be necessary to meet these goals satisfactorily. These goals and objectives are:

A. Worship

To provide a variety of inspiring worship experiences which nurture existing members and attract new members.

B. Fellowship

To nurture fellowship, caring and incorporate people into community.

C. Discipleship

Grow member's faith through life-long learning.

D. Service

Help every member find meaningful service that uses their gifts.

E. Outreach

Reach out to those who have no church home and the community at large.

F. Administration

Provide for the personnel, facilities, and financial resources to support Trinity's mission.

Wherever possible, a current Trinity staff member will also be assigned to each committee to facilitate decisions.

C13.07B21. A member's place on a committee shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the committee without cause.

C13.07C21. Each committee shall elect a chair from its members, by majority vote at its first meeting after the congregation's annual meeting, for a one-year term. Duties of the chair include the following:

- a. Call committee meetings and provide advance notice.
- b. Prepare meeting agenda.
- c. Chair committee meetings.
- d. Provide written reports of plans and activities to the Council and the congregation.
- e. Recommend goals and priorities in order to plan programs and method of implementation.
- f. Set time lines for the committees activities.
- g. Provide for evaluation of the committee and its programs.
- h. Recruit committee members.
- i. Coordinate plans with other committees.
- j. Follow up on committees' assignments.
- k. Provide for recording of minutes.

C13.07D21. Each committee shall normally meet once a month. Special meetings may be called by the chair, one-half of its members, by a pastor or Council President. Notice of each special meeting shall be given to all who are entitled to be present. A quorum for the transaction of business shall consist of a majority of the voting members of the committee. Voting by proxy shall not be permitted.

C13.07E21. Bylaw or continuing resolution provisions relating to meetings of the Congregation Council and conflicts of interest of Council members shall be equally applicable to all committees of this congregation.

C13.07F21. In addition to the specified duties of each committees, all committees shall carry out such other duties as may be designated by the congregation or Council.

C13.08. The pastor who is head of staff or their designee shall be *ex officio* a member of all committees of this congregation. The president of this congregation shall be *ex officio* a member of all of this congregation's committees, except the Nominating Committee.

C13.09. A Trust Fund Committee, consisting of five members, shall be the custodian of the Trust Fund, established under the Resolution adopted at this congregation's annual meeting on January 25, 1987. Committee members shall be elected by the congregation at the annual meeting for a term of five years, with one member elected each year. No member shall serve more than two consecutive terms unless approved by the Council. A committee member may not serve concurrently on the Council. Pastors shall be non-voting members of the committee.

Except where otherwise indicated, all provisions of these Bylaws shall apply both to the general Trust Fund and to the North Dakota Tax Credit Endowment Fund.

C13.09.01. - - - - PURPOSE

The Trust Fund and the North Dakota Tax Credit Endowment Fund (the Endowment Fund) exist to enhance the work of Trinity by establishing new ministries and stewardship opportunities additional to and apart from the general operation of the congregation.

C13.09.02. MEMBERSHIP

1. The Committee shall be called the Trust Fund Committee and shall be responsible for managing both the general Trust Fund and the North Dakota Tax Credit Endowment Fund (collectively referred to as the Funds).
2. The Committee shall consist of five (5) members, all of whom shall be in good standing and voting members of the church. The term of each member shall be five (5) years.
 - a. A Committee member may not serve more than two consecutive terms. A partial term shall not be counted for this purpose.
 - b. A former Committee member may be re-elected after a lapse of twelve (12) months.
 - c. A Committee member may not serve concurrently on the Church Council.
3. At each annual meeting the congregation shall elect one (1) person to the Trust Fund Committee for a term of five (5) years. The Nominating Committee of the church shall nominate for this committee and report at the annual meeting in the same manner as it does for other offices or committees.
3. In the event of a vacancy on the Committee, the remaining members shall elect a person to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a person to fill the vacancy.
4. A pastor and the president of the congregation or a member of the Church Council, as appointed by the president, shall be ex-officio non-voting members of the Committee.
5. The Committee may ask other members of the congregation to serve as advisory members on specific issues, and may employ, at the expense of the income of the Funds, such professional counseling on investments and legal matters as it deems to be for the best interest of the Funds.

C13.09.03. COMMITTEE DUTIES

1. The Committee shall maintain accounts with such financial institutions as it may by resolution authorize and determine. All checks and other documents transferring or expending any funds or assets in either of the Funds shall be signed by two persons, as specified in the Operating Policies of the Committee. If deemed necessary, any members of the Committee with check signing authority shall, at the expense of the Funds, provide a corporate fidelity bond in a principal amount to be determined from time to time by the committee.
2. The Committee shall maintain accurate books of the accounts and may employ such professional help as it deems necessary. The books shall be audited annually by the Auditing Committee of the Church so that such audit report will be on file at the time of the annual meeting of the congregation.
3. The Committee shall establish written rules and regulations as may be necessary for the conduct of its business.
 - a. Guidelines governing the management of gifts and bequests to Trinity Lutheran Church or to the Trinity Lutheran Church Trust Fund or the Endowment Fund shall be developed and, when necessary, revised jointly by the Trust Fund Committee and the Church Council.
4. Trust Fund Committee members shall maintain communication with the Church Council, other organizations within the church, and members of the congregation to nurture the total life and mission of the Church and of the Funds.

5. No member of the Committee shall engage in any dealing or transactions with the Funds in which the member of the Committee has direct or indirect financial interest and shall at all time refrain from any conduct in which his/her personal interests would conflict with the interests of the fund. The receipt of compensation by a Committee member for professional services rendered to the Trust Fund shall not be considered to be a conflict of interest, provided that the Committee member does not participate in the Committee's decision to retain his or her services.

C13.09.04 MEETINGS

1. The Trust Fund Committee shall meet as frequently as deemed necessary in the best interests of the Fund.
2. Where an immediate decision is needed and the committee cannot be assembled, a vote may be taken by phone or electronic means.
3. A quorum shall consist of three (3) voting members. The affirmative vote of a majority present and voting shall carry any motion or resolution.

C13.09.05. OFFICERS

1. The Committee officers shall be a Chair, Vice Chair and Secretary to be elected at the first meeting following the annual meeting of the congregation.
2. The duties of the officers shall be the duties generally attributed to these offices.
3. The Chair of the Committee shall prepare a full and complete account of the administration of the Funds during the preceding year for the annual report to the congregation.
4. The the accountant of the Committee shall prepare and present a financial statement at the annual meeting.

C13.09.06. RECEIPT AND MANAGEMENT OF GIFTS AND BEQUESTS

1. To receive funds through gifts, memorials, bequests, insurance proceeds, wills, estates, etc., from any individual, corporation, or organization, in cash or in any other property acceptable to them.
2. To keep and maintain received trust funds and property separate, distinct and independent from the funds and property otherwise belonging to the Church. All such property shall be considered as assets of the Trust Fund or the Endowment Fund, and not as part of the general fund of the church, unless otherwise specifically designated by the donor.
3. To take, have, hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to handle and manage and control the assets of the Trust Fund, or any part thereof, as Committee members in their judgment and discretion shall deem wise and prudent.
4. To retain any property in the form in which received; to convert and reconvert the assets of the Funds, or any part thereof, into other kinds and forms of property, real or personal or mixed; and to invest or reinvest the fund or assets thereof, as they shall deem wise and prudent, including in such common or preferred stocks, bonds, debentures, mortgages, notes or other securities, investments or property whether real or personal, which they in their absolute discretion may select or determine, and including, without limitation, savings deposits of any bank, mutual savings bank, federal home loan bank or savings and loan association or in the ELCA Mission Investment fund or in any common trust fund, mutual fund or any like fund, subject to the usual standards of prudence required of trustees of similar funds.

5. To receive the income, profits, rents and proceeds of the Funds. To collect and receipt for the same, and pay all administrative and necessary expenses for the same from the income of the Funds.
6. To make, execute and deliver all instruments necessary or proper for the accomplishment of the purposes of the Funds or of any of the foregoing posers, including deeds, bills of sale, transfers, leases, mortgages, assignments, conveyances, contracts, purchase agreements, waivers, releases and settlements.
7. While every effort will be made to accommodate the investment wishes of contributors, the Trust Fund Committee will not be bound by the investment direction of a contributor unless the investment direction is an express condition of acceptance of the contribution.

C13.09.07. DISBURSEMENT OF INCOME

1. The Trust Fund Committee shall contribute, donate, support or distribute, from time to time, for the purposes herein stated, such payments or amounts as the Committee in its discretion shall determine. The Committee shall have sole and exclusive discretion to determine the distribution of all assets of the Funds, subject only to the directions of the donor and the power of the congregation to use funds as provided in Article IV, Section 1.
2. Nothing shall prevent the Trust Fund Committee from making contributions or loans, whether secured or unsecured, to the congregation's General Fund, Restricted Fund, or other accounts that the Council may establish, from the income of the Funds.
3. The Trust Fund Committee members shall not receive any compensation for their services as Committee members, but may be reimbursed from the income of the Trust Fund for their expenses reasonably incurred or for professional services rendered.

C13.09.08. FISCAL POWERS

1. To determine what is principal and income according to accounting procedures.
2. To hold investments in the name of the Trinity Evangelical Lutheran Church Trust Fund and the Trinity Evangelical Lutheran Church North Dakota Tax Credit Endowment Fund on behalf of the congregation and to sign checks and all other necessary documents on behalf of the congregation in furtherance of the purposes of the Funds.
3. To employ and reasonably compensate from the income of the Funds, accountants, agents, and attorneys to assist and advise in the execution and administration of the Funds and to rely on the advice of the persons so employed.
4. With the exception of gifts made to the North Dakota Tax Credit Endowment Fund, the Committee may commingle the funds and property held by the general Trust Fund and administer such funds as a single fund, so long as the committee records at all times accurately reflect the receipts and disbursements properly allocable to each fund and the property in each fund. The Trust Fund Committee shall in no event be required to make physical segregation of the assets of the Funds in order to conform to the directions of individual donors, but may establish separate accounts in its accounting records. Accounts and records for the North Dakota Tax Credit Endowment Fund shall be maintained separately from those of the general Trust Fund.
5. The Trust Fund Committee shall not be liable for any losses which may be incurred upon investments of the Funds except to the extent that such losses shall have been caused by bad faith or gross negligence of the Committee members. No member shall be personally liable as long as he or she acts in good faith and with ordinary prudence in discharging the duties of the office. Each Committee member shall be liable only for his or her own willful misconduct or omission in bad faith. No Committee member shall be liable for the acts or

omissions of any other Committee member, or of any accountant, agent, attorney, or custodian selected with reasonable care.

C13.09.09. Should the principal or corpus of the Trust Fund ever be needed in the event of a catastrophe or dire emergency, the congregation may, upon recommendation of the Trust Fund Committee and upon two-thirds (2/3) majority vote of those present at a legally-called meeting of the congregation use any or all funds, with the exception of principal within the North Dakota Tax Credit Endowment Fund, as may be needed. The historic principal (the original gifts) of the North Dakota Tax Credit Endowment Fund must be preserved in perpetuity.

C13.09.10. The Resolutions establishing the Trust Fund (1987) and the North Dakota Tax Credit Endowment Fund (2014) may not be altered or amended except by a two-thirds (2/3) vote of the members present at an annual meeting of the congregation, or as a special meeting called specifically for the purpose of amending this resolution.

C13.09.11. USES OF GIFTS

1. Any gifts given to the Trust Fund, as well as all income derived therefrom, shall be used exclusively for religious, charitable and educational purposes with Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. This Trust Fund is created and shall be operated exclusively for church purposes. No part of the income or property of this Fund shall inure to the benefit of or be distributed to any member, director or officer of the church or to any private person, except that the Trust Fund Committee is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
2. No part of the activities of the Trust Fund shall be carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in any (including the publishing or distribution of statements) political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Trust Fund shall:
 - (a) not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law; or
 - (b) do any act which would render contributions to the Trust Fund non-deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

C13.09.12. ESTABLISHMENT

1. The Trust Fund resolution was adopted by the congregation on January 25, 1987, via recommendation by the Board of Trustees, at a legally-called congregational meeting as an Addendum to the Constitution of Trinity Evangelical Lutheran Church and all members are made privy of its contents and uses. These bylaws to the constitution of Trinity Evangelical Lutheran Church are hereby adopted, as amended, by the congregation at its annual meeting in January 23, 2000.

2. Upon recommendation by the Trust Fund Committee, the Trinity Evangelical Lutheran Church North Dakota Tax Credit Endowment Fund resolution was adopted by the congregation on January 26, 2014, at a legally-called congregational meeting

C13.09.13. DISSOLUTION

1. The Trust Fund may be dissolved in accordance with the laws of the State of North Dakota. Upon dissolution of the Trust Fund, and after the payment of all liabilities, obligations, costs and expenses incurred by this Trust Fund, any remaining assets shall be distributed to such entities organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
2. The Trinity Evangelical Lutheran Church North Dakota Tax Credit Endowment Fund may be dissolved in accordance with the laws of the State of North Dakota, with the provision that the historic principal (the original gifts) shall be permanently preserved. Upon dissolution of the Endowment Fund, all liabilities, obligations, costs, and expenses incurred by this Endowment Fund shall be paid from the Fund's income. The principal and any other remaining assets shall be distributed to such entities that will preserve the principal and that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Chapter 14.

ORGANIZATIONS WITHIN THIS CONGREGATION

- C14.01.** All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.
- C14.02.** Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council.

Chapter 15.

DISCIPLINE OF MEMBERS AND ADJUDICATION

- *C15.01.** Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of this congregation, or willful and repeated harassment or defamation of member(s) of this congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15–17, proceeding through these successive steps, as necessary: a) private counsel and admonition by the pastor, b) censure and admonition by the pastor in the presence of two or three witnesses, c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.
- *C15.02.** The process for discipline of a member of this congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to *C15.01. do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three laypersons

and two ministers of Word and Sacrament). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.

- *C15.03. If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members, plus the nonvoting chair, comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- *C15.04. The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- *C15.05. By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
 - a. suspension from the privileges of congregation membership for a designated period of time;
 - b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
 - c. termination of membership in this congregation; or
 - d. termination of membership in this congregation and exclusion from the church property and from all congregation activities.
- *C15.06. The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.
- *C15.07. No member of this congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.
- *C15.10. **Adjudication**
- *C15.11. When there is disagreement between or among factions within this congregation on a substantive issue which cannot be resolved by the parties, members of this congregation may petition the synod bishop for consultation after informing the president of this congregation of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in †S14.18.d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the entire matter shall be referred to the Synod Council for adjudication by whatever process the Council deems necessary. The Synod Council's decision shall be final.

Chapter 16.

AMENDMENTS

- *C16.01. Unless provision *C16.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least 20 voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify this congregation's members of the proposal together with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.
- *C16.02. An amendment to this constitution, proposed under *C16.01., shall:

- a. be approved at any legally called meeting of this congregation by a majority vote of those voting members present and voting;
 - b. be ratified without change at the next regular meeting of this congregation held pursuant to C10.01 by a two-thirds vote of those voting members present and voting; and
 - c. have the effective date included in the resolution² and noted in the constitution.
- *C16.03.** Any amendments to this constitution that result from the processes provided in *C16.01. and *C16.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify this congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.
- *C16.04.** This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of this congregation without presentation at a prior meeting of this congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to this congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of at least two (2) voting members of this congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of this congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

Chapter 17.

BYLAWS

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

Chapter 18.

CONTINUING RESOLUTIONS

- *C18.01.** This congregation in a legally called meeting or the Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
- *C18.02.** Continuing resolutions shall be enacted or amended by a majority vote of a meeting of this congregation or a two-thirds vote of all voting members of the Congregation Council.
- *C18.03.** Adopted or amended continuing resolutions shall be sent by the secretary of this congregation to the synod.

Chapter 19.

INDEMNIFICATION

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

² Such an effective date must be stated in relation to the requirements of *C16.03. to allow time for synod review of the amendment.

History:

The congregation adopted amendments to the constitution on [date] to conform to the 2019 version of the *Model Constitution for Congregations*. The synod attorney, on behalf of the Western North Dakota Synod, approved the amendments on [date]

The congregation established the Trust Fund on January 25, 1987. The Trust Fund bylaws were later amended on Amended January 23, 1994, January 23, 2000, and January 26, 2014. On [date], the congregation approved renumbering the Trust Fund as C13.09 with the implementing provisions as bylaws C13.01.01 through C13.01.13.

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