

## TABLE OF CONTENTS

Preamble .....	2
Article I        Name and Incorporation .....	2
Article II       Confession of Faith .....	2
Article III      Nature of the Church .....	3
Article IV      Statement of Purpose .....	3
Article V       Powers of the Congregation .....	5
Article VI      Church Affiliation .....	6
Article VII     Property Ownership .....	7
Article VIII    Membership .....	8
Article IX      The Pastor .....	10
Article X       Congregation Meetings .....	13
Article XI      Officers .....	14
Article XII     Congregation Council .....	15
Article XIII    Congregational Committees .....	18
Article XIV     Organizations Within The Congregation .....	19
Article XV      Discipline of Members .....	19
Article XVI     Bylaws .....	21
Article XVII    Amendments .....	21
Article XVIII   Continuous Resolutions .....	22
Article XIX     Indemnification .....	22

### BYLAWS

Part I        Communion Participation (Article IV.3.a. of Constitution) .....	23
Part II       Conflicting Loyalties (Articles II and IV of Constitution) .....	23
Part III      Membership (Article VIII of Constitution) .....	23
Part IV      The Pastoral Call (Article VIII of Constitution) .....	25
Part V       The Annual Meeting (Article X of Constitution) .....	26
Part VI      Officers, Boards-Congregation Council (Articles XI and XII). .....	27
Part VII     Nominating Committee (Article XIII.2. of Constitution) .....	32
Part VIII    Reports of Organizations .....	32
Part IX      Endowment Fund .....	32

DEFINITIONS .....	37
Signature Page.....	38

**CONSTITUTION & BYLAWS**  
**of**  
**First Lutheran Church**  
**411 North Duff Street**  
**Mitchell, South Dakota 57301**

**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.

**Article I - NAME AND INCORPORATION**

1. The name of this congregation shall be First Lutheran Church of Mitchell, South Dakota.
2. For the purpose of this constitution and accompanying bylaws, the congregation of First Lutheran Church of Mitchell, South Dakota, is hereinafter designated as "this congregation".
3. This congregation shall be incorporated under the laws of the State of South Dakota.

**Article II - CONFESSION OF FAITH**

1. This congregation confesses the Triune God, Father, Son, and Holy Spirit.
2. 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.
3. 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.

4. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
5. 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.
6. This congregation accepts the other confessional writing 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.
7. This congregation confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

### **Article III - NATURE OF THE CHURCH**

1. 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.
2. 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. This church, 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.

### **Article IV - STATEMENT OF PURPOSE**

1. 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.
2. 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, and 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.
3. To fulfill these purposes, this congregation shall do, but not be limited to:
- (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 the congregation's ministry and the ministry of other parts 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 church wide policy.
4. 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 groups and shall review their actions.

5. This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

#### **Article V - POWERS OF THE CONGREGATION**

1. The powers of this congregation are those necessary to fulfill its purpose.
2. The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
3. Only such authority as is delegated to the Congregation Council or other organizational units in the congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:
  - (a) Call a pastor as provided in Article IX;
  - (b) Terminate the call of a pastor as provided in Article IX;
  - (c) Call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;
  - (d) Adopt amendments to the constitution, as provided in Article XVII, and amendments to the bylaws, as specified in Article XVI;
  - (e) Approve the annual budget;
  - (f) Acquire real and personal property by gift, devise, purchase, or other lawful means;
  - (g) Hold title to and use its property for any and all activities consistent with its purpose;
  - (h) Sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
  - (i) Elect its officers, Congregational Council, committees, and require the members of the council/committees to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions; and
  - (j) Terminate its relationship with the Evangelical Lutheran Church in America as provided in Article VI.
4. This congregation shall choose, 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 the congregation and other qualifications shall be as prescribed in guidelines established by the South Dakota Synod of the Evangelical Lutheran Church in America.

5. This congregation shall have a mission endowment fund that will operate as specified in this congregation's bylaws. The purpose of the mission endowment fund is to provide for mission work beyond the operational budget of this congregation.

#### **Article VI - CHURCH AFFILIATION**

1. This congregation shall be an interdependent part of the Evangelical Lutheran Church in America, and of the South Dakota Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
2. This congregation accepts the Confession of Faith and agrees to the Statement of Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
3. This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
  - (a) This congregation agrees to be responsible for its life as a Christian community.
  - (b) This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
  - (c) This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances with the approval of the bishop of the synod.
  - (d) This congregation agrees to consider associates in ministry, deaconesses, and diaconal ministers for call to other staff positions in the 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 or with the constitution of the synod.
4. Affiliation with the Evangelical Lutheran Church in America may be terminated as follows:
  - (a) This congregation takes action to dissolve.
  - (b) This congregation ceased 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.

- (d) This congregation follows the procedures outlined in the following paragraph 5:
5. This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:
- (a) A resolution indicating the desire of this congregation to terminate its relationship must be adopted at a legally called and conducted meeting of the congregation by a two-thirds majority of the voting members present.
  - (b) The secretary of this congregation shall submit a copy of the resolution to the synodical bishop and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
  - (c) The bishop of the synod shall consult with this congregation for a period of at least 90 days.
  - (d) If this congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted meeting by a two-thirds majority of the voting members present, at which meeting the bishop of the synod or an authorized representative may be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.
  - (e) A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop at which time the relationship between this congregation and ELCA shall be terminated.
  - (f) Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and published in the periodical of this church.
  - (g) Since this congregation was established by the Evangelical Lutheran Church in America, it shall be required, in addition to the foregoing provisions in Article 6, Paragraph 5, to receive synodical approval before terminating its membership in the Evangelical Lutheran Church in America.
6. If this congregation considers relocation, it shall confer with the bishop of the synod in which it is territorially located before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected.

#### **Article VII - PROPERTY OWNERSHIP**

- 1. If this congregation ceases to exist, title to indisposed property shall pass to the South Dakota Synod of the Evangelical Lutheran Church in America.
- 2. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.

3. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the South Dakota Synod.
4. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body, title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.
5. Notwithstanding the provisions of Article V, Paragraphs 2 and 3, 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 South Dakota Synod, reconvey and transfer all right, title, and interest in the property to the synod.

### **Article VIII - MEMBERSHIP**

1. Members of this congregation shall be those baptized persons on the roll of the 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.
2. 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.
  - (c) **Associate** members are persons holding membership in other Lutheran (Christian) congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, or persons who wish to retain a relationship with this congregation while being members of other congregations. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation.
3. All applications for confirmed membership shall be submitted to the Board of Deacons and shall require the approval of the Congregation Council.
  4. It shall be the privilege and duty of members of the 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 church wide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.
  5. Membership in this congregation shall be terminated by any of the following:
    - (a) Death;
    - (b) resignation;
    - (c) transfer or release;
    - (d) disciplinary action by the congregation Council;
    - (e) Removal from the roll due to inactivity as defined in the bylaws. Such persons who have been removed from the roll of members shall remain persons for whom the Church has a continuing pastoral concern.

#### **Article IX - THE PASTOR**

1. Authority to call a pastor shall be in this congregation by at least a two-thirds majority ballot vote of 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.

2. Only a member of the clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.
3. Consistent with the faith and practice of the Evangelical Lutheran Church in America.
  - (a) Every ordained minister shall
    - 1) preach the Word,
    - 2) administer the sacraments,
    - 3) conduct public worship,
    - 4) provide pastoral care, and
    - 5) 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 ordained minister with a congregational call shall, within the congregation:
    - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
    - 2) supervise all schools and organizations of the congregation;
    - 3) install regularly elected members of the Congregation Council, and
    - 4) with the council, administer discipline.
  - (c) Every pastor shall
    - 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
    - 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
    - 3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and
    - 4) endeavor to increase the support given by the congregation to the work of the Evangelical Lutheran Church in America and of the synod of the South Dakota Synod of the ELCA.
4. 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.
5. (a) The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which, except in the case of the death of the pastor, shall be terminated only following consultation with the synodical bishop and 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 agree, 30 days after the date on which it was submitted.
  - 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;

- 4) the physical or mental incapacity of the pastor;
  - 5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty;
  - 6) the dissolution of the congregation; or
  - 7) suspension of the congregation as a result of discipline proceedings.
- (b) When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office have come to the attention of the bishop of the synod, the bishop, in his or her sole discretion may, or 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 the congregation, the bishop shall investigate such conditions personally in company with a committee of two ordained ministers and one layperson.
- (c) In case of alleged physical or mental incapacity, competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod, with the advice of the committee, shall declare the pastorate vacant. Upon the restoration of a disabled pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.
- (d) In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the bishop of the synod, together with the committee described in Article IX, Paragraph 5, Sub-Paragraph b. shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority 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 simple majority vote of the voting members present and voting where the bishop recommended termination of the call.
- (e) If, in the course of proceedings described in Article IX, Paragraph 5, Sub-Paragraph d. the committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action to the synodical bishop, who may bring charges in accordance with the provisions of the constitution and bylaws of the Evangelical Lutheran Church in America and the constitution of this synod.
- (f) If, following the appointment of the committee described in Article IX, paragraph 5, Sub-paragraph b. it should become apparent that the pastoral office cannot be conducted effectively in the congregation(s) being served by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service in the congregation(s) without prejudice and with pay provided through a joint synodical and church wide fund and with housing provided by the congregation(s).

6. At a time of pastoral vacancy, an interim pastor may be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.
7. During the period of service, an interim pastor shall have the rights and duties of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor to fill the vacancy.
8. 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 related to the Evangelical Lutheran Church in America.
9. 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.
10. With the approval of the bishop of the synod the congregation may depart from Article IX, paragraph 5, and call a pastor for a specific term of years. 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 the congregation for a review of  
  
the call. Such call may also be terminated before its expiration in accordance with the provisions of Article IX, Paragraph 5, Sub-Paragraph a.
11. The pastor of this congregation:
  - (a) shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregations,
  - (b) shall submit a summary of such statistics annually to the congregation and 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;
  - (d) upon leaving the congregation, he shall complete the records of his ministry up to the time of his departure.
12. 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.

13. The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the 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 the departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.

**14. Ecumenical pastoral ministry**

Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, an ordained minister 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 the congregation and the ordained minister in a form proposed by the synodical bishop and approved by the congregation.

**Article X - CONGREGATION MEETINGS**

1. The power and authority of this congregation shall be exercised through the congregational meeting, called and held in conformity with civil laws and the provisions of the constitution and bylaws of the congregation.
2. The annual meeting of the congregation shall be held in January on a date selected by the Congregation Council. Notice of the meeting shall be given as provided in the bylaws.
3. Fifty (50) voting members shall constitute a quorum.
4. A special Congregation Meeting may be called by actions of the congregation, by petition of at least ten (10) per cent of the voting members, or by any one of the following: The Congregation Council, the president of the congregation, the pastors, or the synod bishop. Official notice of a special meeting of the congregation shall be in writing and shall be posted conspicuously in the place where the congregation customarily worships. Such notice shall state the time, the place, and the purpose of the meeting. It shall be signed by the president and the secretary of the congregation, or by the person or persons who have called the meeting, as authorized by this paragraph.
5. The notice of a special meeting shall also be read at all public services of the congregation held during the ten days proceeding the date of the meeting. If no services are held during the stipulated time, notice of the meeting shall be mailed to all voting members at least five days in advance of the meeting; provided, however, that written notice of a meeting called to consider a resolution requesting the pastor to resign must be mailed at least ten days in advance; and provided further that a meeting called to consider the disposition or encumbrance of real property must be called and held in conformity with such provisions of civil law as may be applicable.

5. The pastors shall be notified of the time and place at which a special meeting of the congregation is to be held.
6. Only the business for which a special meeting has been called shall be transacted at the meeting.
7. A meeting of the congregation may by majority vote recess to reconvene at a specified time and place. A meeting may also recess to reconvene upon call; provided, however, that the time and place of such reconvened meeting must be announced at a public service of the congregation, or written notice be mailed to the voting members not less than three days in advance of the reconvened meeting.
8. Voting by proxy or by absentee ballot shall not be permitted.
9. All actions approved by the congregation shall be by majority vote of those voting member present and voting, except as otherwise provided in this constitution and its bylaws.
10. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

#### **Article XI - OFFICERS**

1. The officers of this congregation shall be a president, vice-president, second vice president, secretary, and immediate past president.
  - (a) Duties of the officers shall be specified in the bylaws.
  - (b) The officers shall be voting members of the congregation.
  - (c) Officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council.
  - (d) If the Congregation Council elects its officers, the president, vice president, and secretary shall be selected from the elected membership of the Congregation Council.
2. The congregation shall elect its officers and they shall be the officers of the congregation. The officers shall be elected by written ballot and shall serve for one year or until their successors are elected. Their terms shall begin at the close of the annual meeting at which they are elected.
3. 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.

4. The Past President shall serve as an ex-officio member of the Congregational Council for one year.

## Article XII - CONGREGATION COUNCIL

1. The Congregation Council shall be composed of not less than twenty-two (22) members, consisting of the following:
  - (a) The President;
  - (b) The Vice-President;
  - (c) The Second Vice-President: A second Vice-President shall be elected annually for a term of four (4) years and shall serve:
    - a) the first year as Second Vice-President,
    - b) the second year as Vice-President,
    - c) the third year as President, and
    - d) The fourth year as Immediate Past President.
  - (d) The Secretary, who shall be elected for a term of three (3) years;
  - (e) The Immediate Past President for one year;
  - (f) A Board of Deacons consisting of not less than six (6) members, who shall be elected for terms of three (3) years each, with one-third (1/3) of the terms expiring annually; and
  - (g) A Board of Trustees consisting of not less than six (6) members, who shall be elected for terms of three (3) years each with one-third (1/3) of the terms expiring annually; and
  - (h) A Board of Education consisting of not less than six (6) members, who shall be elected for terms of three (3) years each with one-third (1/3) of the terms expiring annually.
2. Duties of the Board Members shall be specified in the bylaws.
3. No board member shall be eligible to succeed himself more than once. The Pastor shall be an advisory member of the Congregation Council by virtue of his office, but without vote.
4. A Congregation Council, consisting of not fewer than 22 members (Officers and Boards), shall be elected by written ballot to, on two consecutive Sundays in December or any days between the two Sundays, to serve for three (3) years. Terms of office shall begin at the close of the annual meeting held following the election.
5. The President shall appoint and submit to the Congregation Council for approval, a Committee three (3) election judges, to be chosen from the church congregation at random, who are not members of the Congregation Council or candidate for election as such. Such committee, no later than December 20<sup>th</sup> shall count all ballots and determine the winners of

the election. Such committee shall notify the President of the results of such election no later than the day following the counting of the ballots.

6. The Congregation Council shall appoint the Treasurer and such financial secretaries as it deems necessary.
7. A member's place on the Congregation Council shall be declared vacant if the member, a) ceased to be a voting member of this congregation or, b) is absent from three successive regular meetings of the Congregation Council without justifiable cause.
8. Should a member's place on the Congregation Council be declared vacant by a majority vote of the Congregation Council, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting. Should the unexpired term be one year or less, it shall not be considered in determining eligibility for succession. Individuals who have served less than one-half of a regular term shall be eligible for nomination and possible election to a full term. Article XII, Paragraph 1 and 2.
9. 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, but not be limited to 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 pastors and staff and help them annually to evaluate the fulfillment of their calling, appointment, or employment.
  - (e) To be examples individually and corporately of the style of life and ministry expected of all baptized person.
  - (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 partnership with the synod and church wide units 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.

10. The Congregation Council shall be responsible for the financial and property matters of this congregation.

- (a) The Congregation Council shall be responsible for maintaining and protecting its property and the management of its business and fiscal affair. It shall have the powers and be subject to the obligations that pertain under the laws of the State of South Dakota, except as otherwise provide 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 the congregation.
- (c) The Congregation Council may enter into contracts, as allowed in bylaws, 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 not incur obligations of more than anticipated receipts unless approved by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the synod and church wide 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 regular forwarding of benevolence monies to the synodical treasurer.
- (f) The Congregation Council shall be responsible for this congregation's investments and its total insurance program.

11. The Congregation Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.

12. The Congregation Council shall provide for an annual review of the membership roster.

13. The Congregation Council shall be responsible for the appointment and supervision of the salaried lay workers of this congregation.

14. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.

15. The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called 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.
16. The Congregation Council may meet in Executive Session upon the call of the President or by a majority vote of the Congregation Council, during which Executive Session only voting members shall be present. Such Executive Session shall consider only personnel and pastoral matters.
17. A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the pastor or interim pastor, except when the pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting, shall not preclude action by the Congregational Council, following consultation with the syndocal bishop.
18. The Congregation Council shall be responsible for a periodic evaluation of the pastors and all salaried lay workers.

### **Article XIII - CONGREGATIONAL COMMITTEES**

1. The President, First Vice-President, Second Vice President, Secretary, and chairman of the Board of Deacons, Board of Trustees and the Board of Education shall constitute the Executive Committee. The pastor shall be an advisory member of the Executive Committee by virtue of his/her office, but without vote. The Executive Committee shall have the authority to act for the Congregation Council between meetings when necessary.
2. A Nominating Committee of five voting members of this congregation, two of whom shall be outgoing members of the Congregation Council (elected by the Council), and three of whom 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.
3. An Audit Committee of three voting members shall be appointed by the Board of Trustees. Audit Committee members shall not be members of the Congregation Council. Term of office will be three years, with one member appointed each year. Members shall be eligible for re-appointment.
4. The Staff Relations Committee consisting of the officers of the Congregational Council, one representative from each of the three boards and two members-at-large from the congregation.
5. The Call Committee shall be elected by the Congregational Council when a pastoral vacancy occurs. Term of office will terminate upon installation of the newly called pastor.

6. A Board of Deacons consisting of not less than six (6) members, who shall be elected for terms of three (3) years each, with one-third (1/3) of the terms expiring annually; and
7. A Board of Trustees consisting of not less than six (6) members, who shall be elected for terms of three (3) years each with one-third (1/3) of the terms expiring annually; and
8. Other congregational committees may be formed as the need arises, by decision of the Congregation Council. All committees should submit reports to the Church Office at least two weeks prior to the Annual Meeting.
9. A Board of Education consisting of not less than six (6) members, who shall be elected for terms of three (3) years each with one-third (1/3) of the terms expiring annually.
10. The duties of congregational committees shall be specified in the bylaws.
11. The senior pastor of this congregation shall be an *ex officio* member of all committees and boards of the congregation. The president of this congregation shall be an *ex officio* member of all committees and boards of the congregation, except the Nominating Committee.

#### **Article XIV - ORGANIZATIONS WITHIN THE CONGREGATION**

1. 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. Organizations should submit reports to the Church Office at least two weeks prior to the Annual Meeting.
2. 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 and specified in a continuing resolution.

#### **Article XV - DISCIPLINE OF MEMBERS**

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

2. The process for discipline of a member of the 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 discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing, shall be prepared by member(s) of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Congregation Council of the need to issue a written citation to the accused and the accusers that specifies the time and place of the hearing before the Congregation Council. A member charged with the offense shall appear before the Congregation Council after having received a written citation, at least ten (10) days prior to the meeting, specifying the exact charges that have been made against the member. If the member charged with the offense fails to appear at the scheduled hearing, the Congregation Council may proceed with the hearing and may pass judgment in the member's absence.
3. Members of the Congregation Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Congregation Council are disqualified from voting upon the question of the guilt of the accused member. Should the allegations be sustained by a two-thirds majority vote of the Congregation Council who are not disqualified but who are present and voting, and renewed admonition prove ineffectual, the Council shall impose one of the following disciplinary actions:
  - (a) Censure before the Council or congregation;
  - (b) Suspension from membership in this congregation. Disciplinary actions (a) and (b) shall be delivered to the member in writing.
  - (c) Exclusion from membership in this congregation.
4. The member against whom disciplinary action has been taken by the Congregation Council shall have the right to appeal the decision to the Synod Council. Such right may not be abridged and the decision of the Synod Council shall be final.
5. Disciplinary actions may be reconsidered and revoked by the Congregation Council upon receipt of a) evidence that injustice has been done; or b) evidence of repentance and amendment.
6. For disciplinary actions in this congregation, "due process" shall be observed as specified in 20.41.04 in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.
7. No member of a congregation shall be subject to discipline for offenses that the Congregation Council has previously heard and decided, unless so ordered by the Synod Council after an appeal.

## **8. Adjudication:**

When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

## **Article XVI - BYLAWS**

1. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
2. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.
3. Changes to the bylaws may be proposed by any voting member provided, however, that such additions for amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose and that the Congregation Council notify the members of the proposal with its recommendations at least 30 days in advance of the Congregation Meeting.
4. Approved changes to the bylaws shall be sent to the synod.

## **Article XVII - AMENDMENTS**

1. 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 to this constitution 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 its regular or special meeting called for that purpose. The Congregation Council shall notify the members of the proposal with their recommendations at least 30 days in advance of the meeting.
2. An amendment to this constitution, proposed under Article 17, Paragraph 1, shall:
  - (a) be approved at a properly called meeting of the Congregation Council according to this constitution by a majority vote of those present and voting;
  - (b) be ratified without change at a properly called special meeting or at the next annual meeting by a two-thirds majority vote of those present and voting; and
  - (c) have the effective date included in the resolution and noted in the constitution.

3. Any amendments to this constitution shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution and bylaws of the Evangelical Lutheran Church in America, or the constitution of the South Dakota Synod of the ELCA.
4. Whenever the Model Constitution for Congregations is amended by the Churchwide Assembly, this constitution may be amended to incorporate any such amendment by a simple majority vote of those voting members present and voting at any subsequent meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail notice to the congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of the approval.

#### **Article XVIII - CONTINUOUS RESOLUTIONS**

1. The Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
2. Continuing resolutions shall be enacted or amended by a two-thirds vote of all voting members of the Congregation Council.

#### **Article XIX - INDEMNIFICATION**

1. 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.

## **BYLAWS**

### **Part I - COMMUNION PARTICIPATION**

(Article IV.3.a. of Constitution)

1. Participation in Holy Communion shall be open to members of the Christian Faith. Worthy participation requires sincere repentance, faith in Jesus Christ as Savior, and an earnest desire to amend one's sinful life, as well as acceptance of the scriptural teaching regarding the Real Presence of Christ with His Body and Blood in sacrament. Registration forms or oral announcements shall be so devised as to make prospective participants aware of these requirements.
2. Record of participation in Holy Communion shall be entered upon the books of the congregation. If a member of another congregation communes, notice shall be sent to his/her pastor upon the communicant's request.
3. It is the policy of this congregation that first communion eligibility be established by the Board of Deacons and recorded in the policy manual of the congregation.

### **Part II - CONFLICTING LOYALTIES**

(Article II and IV of Constitution)

1. This congregation and its pastors reject all fellowship with organizations, secret or open, which are avowedly religious and which practice forms of religion without confessing faith in the Triune God and in Jesus Christ as the eternal Son of God incarnate to be our only Savior from sin, and thus teach salvation by works.
2. Ceremonies of lodges or other such organizations shall not be permitted in the church or on the church premises of this congregation.

### **Part III - MEMBERSHIP**

(Article VIII of Constitution)

#### **A. Admission to Baptized Membership:**

1. Children, one or both of whose parents or guardians are members of this congregation, shall, upon receiving Christian Baptism, be received as baptized members of this congregation.
2. Children neither of whose parents or guardians are members of this congregation shall, upon Christian Baptism duly recorded as a ministerial act performed under the auspices of this congregation, be received as baptized members of this congregation unless there is understanding that, for good reason, they will be enrolled as baptized members of another congregation, in which case notice of the Baptism shall be sent to the congregation in which the child is to be enrolled as a baptized member.

3. Children baptized in other congregations shall be received as baptized members of this congregation upon admission of one or both parents or guardians to membership, or by consent of one or both parents or guardians, or by action of the Congregation Council.
4. Un-baptized adults who have received instruction and have given evidence of having an adequate understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church, shall upon confession of faith and Christian Baptism duly recorded as a ministerial act performed under the auspices of this congregation, be received as baptized members of this congregation.

B. Admission to Confirmed Membership:

1. Baptized adults, not previously members of this congregation, who have received instruction and have given evidence of having adequate understanding and acceptance of the teaching of the Word of God as confessed by the Lutheran Church shall be admitted to confirmed membership through the rite of confirmation.
2. However, adults received as baptized members according to the provisions of Section A.4. of this Part of the Bylaws shall be recognized as confirmed members (at the discretion of the pastor) whether or not they have participated in the rite of confirmation.
3. Children who are baptized members of this congregation shall be admitted to confirmed membership through participation in the rite of affirmation.
4. Applicants for membership presenting Letters of Transfer showing them to be confirmed members in good standing in other Lutheran congregations shall be admitted to confirmed membership upon acceptance of their Letters of Transfer by the Congregation Council and the report of their names to this congregation
5. Applicants for membership who present evidence of confirmation in a Lutheran congregation but do not have Letters of Transfer shall be admitted to confirmed membership when the Congregation Council has determined that they meet the standards of Christian faith and life indicated in the constitution and bylaws and when they reaffirmed their faith before this congregation.

C. Admission to Voting Membership:

The Congregation Council shall be responsible for determining the voting membership in accordance with the qualifications specified in the constitution and bylaws. Any doubtful cases shall be decided by the Congregation Council.

D. Discontinuance of Membership:

1. Members who move away shall be encouraged to transfer their membership. A confirmed member in good standing desiring to change his/her membership to another Lutheran congregation shall, upon request, receive a Letter of Transfer.

2. A confirmed member who in the judgment of the Congregation Council shows no interest in attending church services and does not partake of Holy Communion; and who does not contribute to the congregational treasury according to this congregation's records, for a period of two years, shall be presumed no longer to desire membership, shall lose the right to vote, and shall not be counted in the membership statistics of this congregation. However, his/her name and record shall be kept in the files for a period of five years thereafter. Such a person shall be encouraged to take part in the congregational life, or to transfer elsewhere, as the situation may indicate to be advisable. If he/she resumes activity within the five-year period, he/she shall be restored to the active membership list; if not, he/she shall be dismissed from the congregation and if possible, shall be notified of this action.
3. Children, neither of whose parents or guardians are active members of this congregation, shall be dropped from the baptized membership roll if they fail to participate in the Christian education program of this congregation.
4. Members who have been ex-communicated or dismissed, or who have resigned; and members who have transferred to other Lutheran congregations; or who are definitely known to have become members of other congregations without transfer, have thereby terminated their membership in this congregation and have surrendered all membership rights.

#### E. Decisions on Membership:

The pastor, in consultation with the Board of Deacons, shall at each regularly scheduled council meeting, present to the Congregation Council applications for membership, transfer or release, and annually make recommendations on inactive members.

### **Part IV - THE PASTORAL CALL** (Article IX of Constitution)

1. When this congregation has voted to call a pastor, it shall issue a Letter of Call to the pastor-elect, in a form approved by the Evangelical Lutheran Church in America. It shall be signed by the chairperson and the secretary of the meeting at which the call was voted, and shall be attested by the signature of the bishop of the synod. The letter of call will be maintained in congregational files indefinitely. Calls to clergymen shall be issued in consultation with the pastor or pastors and in accordance with the provisions of this paragraph.
2. The call shall normally be for an indefinite time.
3. If the pastor receives a call to another congregation, he/she shall consult with his/her present congregation, or at least with the Congregation Council, before coming to a decision. He/She should attempt to reach a decision as quickly as possible, normally within three weeks. He/She shall thereupon notify his/her present congregation and the synod bishop. When the call is accepted, the pastor shall terminate as quickly as feasible, normally within

one month.

4. A desire for a change in pastorate by either congregation or pastor shall be brought to the attention of the bishop of the synod, who shall advise in the matter in accordance with this constitution (Article IX) and with the established procedures of the Evangelical Lutheran Church in America.
5. This congregation requires that its pastor shall be loyal to the faith and purpose of this congregation, as stated in Articles II and IV of this constitution.
6. Other clergy may occasionally perform pastoral functions in this congregation with the approval of the Congregation Council and its pastor, or, in case of a vacancy in the pastorate, with the approval of this congregation and the synod bishop.

**Part V - THE ANNUAL MEETING**  
(Article X of Constitution)

1. The annual meeting of the congregation shall be held in January on a date selected by the Congregational Church. Announcement of the time and place of the annual meeting of this congregation shall be made at two public services immediately preceding the meeting, said services to be at least a week apart, and in such publications as the congregation or the pastor may periodically issue; or by written notice to the voting members mailed at least ten days in advance of the meeting.
2. The current roster of voting, confirmed, and baptized members shall be determined no more than a month prior to each annual meeting.
3. The order of business at the annual meeting shall be:
  - (a) Call to order
  - (b) Opening devotion
  - (c) Approval of the minutes of the previous meeting
  - (d) Reports of pastor, Congregation Council, treasurer, committees, and others.
  - (e) Approval of budget
  - (f) Unfinished business
  - (g) New business
  - (h) Closing prayer - adjournment
4. In the following cases voting shall be by written ballot:
  - (a) To adopt or amend the Articles of Incorporation, constitution, or bylaws of this congregation;
  - (b) To call a pastor or to request his resignation;
  - (c) To ex-communicate a member from this congregation or to remove a member from office in this congregation;
  - (d) To sever membership in the Evangelical Lutheran Church in America;

- (e) To dispose of, encumber, or purchase real property; and
  - (f) When requested by ten or more voting members present.
5. Except as otherwise provided in the constitution and bylaws, all matters shall be decided by majority vote of those present and voting.
6. No one shall be declared elected unless he/she has received a plurality of the votes cast.

**Part VI - OFFICERS, BOARDS - CONGREGATION COUNCIL**

(Articles XI and XII) 1. Duties of all officers and other elected officials:

1. Duties of all officers and other elected officials:

- (a) The President shall preside over meetings of this congregation and Congregation Council, unless the meeting decides otherwise. The President shall ensure that each newly elected member of the Congregation Council is provided with a complete copy of the constitution and the bylaws.
- (b) The Vice-President shall be the Chairperson for the Stewardship Committee and preside over meetings of this congregation and Congregation Council in the President's absence, unless the meeting decides otherwise.
- (c) The Second Vice-President shall be Vice-Chairman of the Stewardship Committee and succeed to Vice-President.
- (d) The Secretary shall keep the minutes of the meeting of this congregation and Congregation Council, and preserve the archives. The Secretary shall be responsible for maintaining the policy manual.
- (e) The Immediate Past President shall provide advice and counsel to the officers and Congregational Council.
- (f) The legal signatories are the President and the Secretary.
- (g) The Treasurer (appointed by the Congregation Council) shall be custodian of all of the funds of this congregation, shall disburse all such funds in accordance with the decisions of this congregation or the Congregation Council, and shall present an audited report to this congregation annually and to the congregation Council at such times as it may decide. The Treasurer may be chosen from outside the Council.
- (h) Financial Secretary (appointed by the Congregational Council)
  - 1) He/She shall keep accurate records of contributions made.
  - 2) He/She shall make such reports as the Congregation Council may deem necessary.

- 3) He/She shall not be a voting member of the Congregation Council and need not attend regular meetings except when requested by the Council President.

(i) The Board of Deacons

The pastors and the President of this congregation shall be advisory members of the Board of Deacons.

1. Mission: The mission of the Board of Deacons is to support the spiritual life of the members of First Lutheran Church and to assist the pastor(s) with the ministry of the church.
2. Board: The board shall consist of at least six (6) members, each elected for a three year term. At least two members shall be elected each year.
3. Organization: the Board of Deacons shall be organized as follows:
  - (a.) Elect from its own membership chairperson and a secretary each January,
  - (b.) Vacancies: vacancies in the membership of the Board of Deacons occurring due to absences from meetings, death, resignation, or removal from the board, shall be filled by the Church Council.
4. Duties: The duties of the Board of Deacons shall include:
  - (a) The Board of Deacons shall meet at least monthly,
  - (b) Chairperson: The Chairperson shall preside over the meetings of the Board of Deacons, supervise the scheduling and training of the Deacons, and provide a ministry budget for the ensuing year to the Budget Committee no later than the October Church Council meeting.
  - (c) Secretary: The Secretary shall keep the minutes of each meeting and shall preside at the meetings of the Board of Deacons when the chairperson is absent.
  - (d) The Board of Deacons shall annually appoint the members to, and maintain oversight of, the following standing committees:
    - 1.) Evangelism Committee
    - 2.) Parish Nurse Council
    - 3.) Worship and Music Committee
    - 4.) The Altar Guild
    - 5.) The family Ministry Team
  - (e) The Board of Deacons shall appoint such other temporary committees as are from time to time needed for the work of the Board of Deacons.

- (f) The Board of Deacons shall prepare an annual report of the activities of the Board of Deacons to be presented to the Congregational Meeting each January.
- (g) The Board of Deacons shall have at least one member on each subcommittee and standing committee for which the Board of Deacons has oversight responsibilities,
- (h) The Board of Deacons shall perform such other duties and functions as are assigned by the First Lutheran Church organizational documents, or by the Church Council.
- (i) The Board of Trustees

The pastors and the President of this congregation shall be advisory members of the Board of Trustees. The Board of Trustees shall have charge of the general management and control of the business affairs of this congregation.

In addition, the Board of Trustees shall:

- 1) Elect from its own membership a chairperson and secretary.
- 2) Conduct regular meetings not less than once each month, at such times and place as the Board itself may determine.
- 3) Appoint an auditing committee composed of three persons, not members of the Board (See Article XIII.3.). The auditing committee shall audit all financial records of this congregation proper, and present its report to the annual meeting in writing. The auditing committee shall carefully examine all insurance policies to determine the amount and kind of insurance in force and include this report in its statement.
- 4) Be responsible for the care and upkeep of the material properties of this congregation. This congregation requires that its Board of Trustees shall observe the following rules regarding the use of its property:
  - a) The property of this congregation shall be for the use of the congregation in its normal function as a Lutheran Church and shall not be used in any way not in harmony with the purpose of this congregation.
  - b) Buildings which are the property of this congregation may be rented or lent to other groups or individuals under guidelines developed by the Board of Trustees and approved by the Congregation Council.
- 5) Shall examine all bills presented to this congregation, and shall certify them as right and proper for the treasurer to pay. Where problems exist, said bills shall be referred back to the originator or the Congregation Council, or both.
- 6) Appoint and direct the activities of the Property Committee, Stewardship

Committee, Endowment/Memorial Committee, and such sub-committees as may from time to time be necessary.

- 7) Report its activities to the annual meeting of this congregation and at such other time as the congregation may decide.
- 8) Be responsible for the care and supervision, including having the sole responsibility and discretion for all expenditures made from, the First Lutheran Church Endowment Fund as hereinafter provided for under Part IX of these bylaws. The Trustees may appoint and supervise an Endowment/Memorial subcommittee to accomplish these tasks.

j) The Board of Education

The Professional Staff shall be advisory members of the Board of Education. The Board of Education shall implement and oversee the education programs of this congregation.

In addition, the Board of Education shall:

- 1) Elect from its membership a chairperson and secretary.
  - 2) Conduct meetings as often as necessary at such times and place as the Board itself may determine.
  - 3) Appoint and direct the activities of Youth Education, Youth Ministry, Confirmation, Adult Education, and such task forces as needed to carry out and complete special assignments and functions. The Board of Education, acting through its sub-committees, shall insure that adequate staff is appointed to carry out its mission.
  - 4) Present detailed report of all actions to the Congregation Council for approval.
  - 5) Report its activities to the annual meeting of this congregation and at such other time as the congregation may decide.
- k) The newly elected Congregation Council members and executive committee members shall be officially installed at the annual meeting of this congregation following the election thereof and their terms of office shall commence immediately thereafter.

## **2. The Congregation Council**

In addition to the duties prescribed in the constitution, the Congregation Council shall:

- (a) Conduct monthly meetings at such time and place as the Council itself may determine.
- (b) Make necessary adjustments in the salary of the pastors and other staff members. Any change in the pastors' salaries must have the approval of this congregation.

- (c) Secure such help as is necessary to carry on the work of this congregation, such as organist, choir director, parish worker, secretary, intern, custodian, etc., and fix their salaries.
- (d) Appoint a budget committee composed of the Executive Committee of the Congregational Council and a representative of each council board prior to each Annual Meeting. The president and pastors shall serve as ex-officio members.
- (e) The Congregation Council shall consist of the president, vice-president, second vice-president, secretary, immediate past president, all deacons, all trustees, and all members of the Board of Education. Each member of the Congregation Council shall have one vote on all matters to be voted upon by the Congregation Council.
- (f) Shall appoint such other committees or persons as from time to time may be required.
- (g) A majority constitutes a mandatory quorum for the Council and all boards and sub-committees.
- (h) May enter into contracts of up to \$5,000 for items not included in the budget.
- (i) The congregation Council shall annually appoint a committee to conduct a performance review of the pastors and the staff.

### **3. The Staff Relations Committee**

- (a) The Staff Relations Committee shall consist of the officers of the Congregation Council, one representative from each of the boards, (Deacons, Trustees, Education) and not more than two members-at-large from the congregation. The Congregation Council President shall serve as chairperson and shall, with the Senior Pastor, appoint the two members at large. The Senior Pastor shall serve as a committee member.
- (b) The duties of the Staff Relations Committee are to provide the pastors and all other staff members the necessary feedback, evaluation, constructive criticism and support necessary to help the staff member fulfill his/her responsibilities in the most effective manner possible.
- (c) Each staff member will have the opportunity to meet with the committee for frank and open discussion, and shall receive a written evaluation in a format to be selected by the committee.
- (d) The Staff Relations Committee shall not disclose the details of the results of any individual staff member's evaluation. The Staff Relations Committee shall report to the Congregational Council and make recommendations based on the results of the staff member's evaluation. Evaluation reports are to be kept in a secure file until such time as the staff member is no longer serving First Lutheran Church and in accordance to

federal and state guidelines and then be destroyed.

- 1) The Congregation Council shall develop and maintain a policy manual to provide consistent guidance on matters not specified in the constitution and bylaws.

### **Part VII - NOMINATING COMMITTEE**

(Article XIII.2. of Constitution)

1. The congregation President shall serve as convener and as an advisory member of the Nominating Committee.
2. The nominating committee shall nominate one or preferably more candidates for each office to be filled, and shall secure the consent of each candidate to serve if elected.
3. The nominating committee shall have nominees for positions to be filled by November 1st. The nominees (candidates) would be introduced at the worship services on the Sunday of November first Sunday of December. Vita would be shared on all candidates who complete the form via the December MESSENGER. Balloting would begin the Sunday following the introduction of nominees and balloting would continue for eight (8) days (two Sundays).
4. In addition to the candidates submitted by the nominating committee and congregational council, additional nominations may be made by submitting a written petition signed by 20 voting members, setting forth the name of the person nominated, the description of the position for which nominated and containing the written consent of the nominee. Said petition shall be filed with the secretary of this congregation on or before November 20, immediately preceding the election. A vacancy in the congregationally elected membership of the nominating committee shall be filled by the Congregation Council, until the next annual meeting of this congregation.

### **Part VIII - REPORTS OF ORGANIZATIONS**

All committees and organizations within the congregation shall submit reports to the church office at least two weeks prior to the annual meeting.

### **Part IX - ENDOWMENT FUND**

In order to carry out certain purposes as hereinafter set forth of the First Lutheran Church of Mitchell, South Dakota, there is hereby established and set aside for the purposes herein stated the First Lutheran Church Endowment Fund:

1. All net assets received for deposit to said endowment fund shall be subject to the supervision of the Board of Trustees of the First Lutheran Church. The principal shall be perpetually maintained as an endowment fund for the purposes hereinafter set out. The Board of Trustees shall manage and invest the funds, collect the income therefrom, and pay the expenses which are necessary and related to it. No part of the principal shall be invaded and expended. In its sole discretion the Board of Trustees shall use the income of the fund for

the purposes set out herein.

2. Within the sole discretion of the Board of Trustees, the income from this fund shall be used exclusively for religious purposes either directly, or by contributions to organizations duly organized and operated to carry on exclusively religious activities. Such expenditures shall include by means of extension and not by means of limitation, the following:
  - (a) For special ministries in Christian education within this congregation and extending to other Lutheran congregations.
  - (b) Support of the programs of the Evangelical Lutheran Church in America.
  - (c) Scholarships to full time students attending an ELCA College, University or Seminary.
  - (d) To assist in the funding of capital projects that have been approved by this congregation.
  - (e) No funds shall be used for normally budgeted operating expenses of this Church.
3. The Board of Trustees shall establish written rules and regulation as may be necessary for the conduct of its business in supervising the endowment fund. It shall adopt standards and goals to guide in the expenditure of the income from the fund which it may amend from time to time so long as it remains within the stated purposes of this fund.
4. The Board of Trustees may maintain accounts with banks and brokerage firms as it may by resolution authorize and determine. All checks and other documents transferring or expending any funds or assets in the fund shall be executed by the Church Treasurer and either the chairperson or vice-chairperson of the Board of Trustees.
5. In its discretion the Board of Trustees may employ as an expense of the fund such professional counsel on investments and legal matters as it deems to be for the best interest of the fund. It is also empowered in its discretion to employ a corporate trustee to invest assets of the fund under customary agency relationship and to delegate to it in the name of the First Lutheran Church any powers with reference to investments held by the Board of Trustees.
6. The Board of Trustees shall report its activities to the annual meeting of this congregation and at such other time or times as the congregation may decide. The report shall contain a list of all receipts and disbursements for the period and a list of all assets in the fund as of the end of the period. A report shall be comprehensive and shall contain all information believed by the Board of Trustees to be important. The report shall be signed by the chairperson, or in his/her absence the vice-chairperson, and the Treasurer.
7. The Board of Trustees shall maintain a complete and accurate book of accounts in accordance with standard accounting procedures and may employ such professional help as it deem necessary in this connection. It shall cause the books to be audited annually by a licensed public accountant in time so that such audit report will be on file at the time of the annual meeting of this congregation.

8. No member of the Board of Trustees shall engage in any self-dealing or transactions with the fund in which the member of the Board of Trustees has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interest would conflict with the interest of the fund.
9. The Board of Trustees is hereby authorized to have and exercise in its absolute discretion with reference to the fund for and on behalf and in the name of the First Lutheran Church the following powers in addition to all powers held by the First Lutheran Church with reference to the fund, to-wit:
  - (a) To receive the income, profits, rents and proceeds of the trust fund, and to collect and receipt for the same, and pay all administrative and other necessary expenses in connection with it.
  - (b) To purchase or otherwise acquire, and to retain, whether originally a part of this fund or subsequently acquired any and all stocks, bonds, notes or other securities, or any variety of real or personal property, including stocks or interest in investment trusts, and engage in any capacity or form of business organization of any kind or character, as it may deem advisable and for the best interest of the fund and the purposes for which it is established. Investments need not be diversified and may be made or retained with a view to a possible increase in value. The Board of Trustees may at any time render liquid the fund, in whole or in part, and hold cash or readily marketable securities of little or no yield for such period as they may deem advisable.
  - (c) To sell, lease, pledge, mortgage, transfer, convert or otherwise dispose of, or grant options with respect to any and all property at any time forming a part of the fund, in such manner, at such time or times, for such purposes, for such prices and upon such terms, credits, and conditions as it may deem advisable. Any lease may by the Board of Trustees extend beyond the duration of the fund.
  - (d) To borrow money for any purposes connected with the protection, preservation, or improvement of the fund whenever in it judgment advisable.
  - (e) To vote in person or by general or limited proxy with respect to any shares of stock or other securities held in the fund, to consent, directly or through a committee or other agent, to the reorganization, consolidation, merger, dissolution or liquidation of any corporation in which the fund may have any interest, or to the sale, lease, pledge, or mortgage of any property by or to any such corporation; and to make any payments to take any step which it may deem necessary or proper to enable it to obtain the benefit of any such transaction.
  - (f) To hold investments in the name of a nominee.
  - (g) To pay, compromise, compound, adjust, submit to arbitration, sell or release any claims or demands related to the fund against others or of others against the fund as it shall

deem advisable, including the acceptance of deeds of real property in satisfaction of bonds and mortgages, and to make any payments in connection therewith which it may deem advisable.

- (h) To determine whether and to what extent to maintain reserves for depreciation, obsolescence, and taxes and other liabilities and to make provision therefore.
- (i) Members of the Board of Trustees shall not receive monetary compensation for services but shall be reimbursed for any actual and necessary out-of-pocket expenses incurred in relation to the fund.
- (j) To execute and deliver any and all instruments in writing which it may deem advisable to carry out any of the foregoing powers. All documents relating to the transfer or expenditures of any income or assets in the fund or encumbrance thereof shall be signed by the chairperson or vice-chairperson and the Treasurer. No party to any such instrument in writing signed by these persons shall be obliged to inquire into its validity, or be bound to see to the application by the Board of Trustees of any money or other property paid or delivered to its pursuant to the terms of any such instrument.
- (k) For the purpose of determining income and principal, dividends on shares of stock payable in the stock of any class of the corporation declaring or authorizing the same shall be treated as principal, except that any such dividends paid in lieu of periodic cash dividends or in lieu of recoupment of dividends defaulted or accumulated while the shares of stock are held in the fund shall be income.
- (l) Rents, royalties, and cash dividends received from wasting assets (including without limitation cash dividends paid by oil, coal, lumber, or mining companies), extraordinary cash dividends other than liquidating dividends, and dividends payable in stock of a corporation other than the corporation declaring or authorizing the same shall be income.
- (m) The proceeds of the sale of unproductive or unproductive property, liquidating dividends and right to subscribe to stock shall be principal.
- (n) No sinking fund shall be created as to any security received or purchased at a premium or at a price in excess of the call or redemption price.
- (o) To retain any business interest, as shareholder, security holder, creditors, partner, proprietor, or otherwise, even though it may constitute all or a large portion of the fund, to participate in the conduct of any business and take or delegate to others discretionary power to take any action with respect to its management which an individual could take as owner of the business, including the voting of stock, and the determination of all questions of policy; to execute partnership agreements and amendments thereto, to participate in any incorporation, reorganization, merger, consolidation, recapitalization, liquidation, or dissolution of any business or any change in its nature; to invest additional capital in, subscribe to or buy additional stock or securities, of, or make

secured, unsecured, or subordinated loans of any business without independent investigation; to elect or employ, as directors, officers, employees, or agents of any business, and compensate, any persons including a director, officer, or agent of a trustee; to deal with and act for any business in any capacity; and to sell or liquidate any interest in any business.

- (p) The Board of Trustees shall not permit income to accumulate unreasonably but shall use it with all diligence to accomplish the Christian purposes for which this fund has been established.

## DEFINITIONS

CHURCH

Shall mean FIRST LUTHERAN CHURCH, 411 North Duff, Mitchell, SD 57301

CONSTITUTION AND BYLAWS

Shall mean Constitution and Bylaws adopted May 6, 1990 and amended with resolution to Bylaws Part VI Articles XI and XII, 2 (k) page 24 at the annual meeting on January 20, 1991 and in force for First Lutheran Church.

Shall mean Constitution and Bylaws amended at the Annual meeting on January 20, 2008, and in force for First Lutheran Church.

CONTINUING EDUCATION

It is the policy of First Lutheran Church to encourage the pastoral staff to continue their growth and development and to remain current with innovations and developments in their fields.

FLY

First Lutheran Youth

FLCW

First Lutheran Church Women

VBS


Vacation Bible School


**FIRST LUTHERAN CHURCH  
Mitchell, SD**

**Adoption of Amended First Lutheran Church Constitution and Bylaws**

The Amendments to the Constitution and Bylaws shall be adopted at the Annual Congregational Meeting of First Lutheran Church, Mitchell, South Dakota, shall be integrated into the present Constitution and Bylaws, and shall become effective when approved by the Congregation of the First Lutheran Church. They shall, when adopted and approved, be equally binding on the Pastor, Congregation, Church Council, and all church committees.


Approved at a regular meeting of the Church Council of the First Lutheran Church on December 11, 2007.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

Date December 11, 2007

Adopted at the Annual Meeting of the First Lutheran Church Congregation on January 20, 2008.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

Date January 20, 2008