

BETHANY LUTHERAN CHURCH  
Cherry Hills Village, CO

CONSTITUTION AND BYLAWS

June 1, 2010

# BETHANY LUTHERAN CHURCH CONSTITUTION AND BYLAWS

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*SECTIONS OF THIS CONSTITUTION MARKED BY AN ASTERICKS (\*) ARE REQUIRED WHEN A CONGREGATION AMENDS ITS GOVERNING DOCUMENTS. THESE SECTIONS MUST BE USED WITHOUT ALTERATION OR AMENDMENT OF THE TEXT IN ANY MANNER (NEITHER ADDITIONS NOR DELETIONS).*

***ALL BYLAWS ARE INDENTED AND ITALICIZED.***

## **\* 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 Bethany Lutheran Church.

**C1.02.** For the purpose of this constitution and the bylaws, the Bethany Lutheran Church congregation is hereinafter designated as "this congregation."

**C1.03.** This congregation is incorporated under the laws of the State of Colorado.

**C1.04.** This congregation may use a seal presenting the logo of the Evangelical Lutheran Church in America, a cross surrounded by branches and a trinitarian symbol, and an outer circle with words, "Bethany Lutheran Church, Cherry Hills Village, Colorado."

## **\* 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.

\* **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 Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

### \* **Chapter 3. NATURE OF THE CHURCH**

\* **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.** 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 of 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.

### \* **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, 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.

\* **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 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 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 groups and shall review their actions. .

***C4.04.01.** This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for non-profit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and religious purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of a director, officer, or member thereof or to the*

*benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable and religious purposes and which has established its tax exempt status under the Code of the State of Colorado, and/or Section 501 (c) (3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the district court of the county in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation. If this congregation ceases to exist, title to undisposed property shall pass to the Rocky Mountain Synod of the Evangelical Lutheran Church in America.*

\* **C4.05.** This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

***C.4.05.01.** The mission statement of Bethany Lutheran Church shall be: To follow Jesus' commandment to **go and make disciples** of all nations, and **baptize them** in the name of the Father, Son, and Holy Spirit, and **teach them** to obey everything Jesus has commanded us to do.*

*Bethany Lutheran Church is a worshipping and celebrating people who confess God to be the center of life.  
We respond in unity to God's love in our Lord Jesus Christ, and  
We are compelled to be a caring congregation that equips people for ministry in the world.*

## \* **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 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 Chapter 9;
- b. terminate the call of a pastor, as provided in Chapter 9;
- 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 Chapter 17, and amendments to the bylaws, as specified in Chapter 16;
- 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 Congregation Council, boards, and committees, and require them 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 Chapter 6.

*C5.03.01. The highest amount of the indebtedness or liability to which this congregation shall at any time subject itself shall be two-and-one-half million (\$2,500,000) dollars, unless a larger amount is approved by two-thirds of the voting members present at a legally called congregational meeting.*

\* **C5.04.** 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 Rocky Mountain Synod of the Evangelical Lutheran Church in America.

**C5.05.** This congregation shall have a mission endowment fund that will operate as specified in this congregation's continuing resolutions. The purpose of the mission endowment 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 Rocky Mountain 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 clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod.
- 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.

\* **C6.04.** Affiliation with the Evangelical Lutheran Church in America may be 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.
- d. 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 desire of this congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of this congregation by two-thirds of the voting members present and voting.
- 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 during a period of at least 90 days.
- d. If this congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted special meeting by two-thirds of the voting members present and voting, at which meeting the bishop of the synod or an authorized

representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.

- e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between this congregation and Evangelical Lutheran Church in America shall be terminated.
- f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and published in the periodical of this church.
- g. Since this congregation was a member of the Lutheran Church in America it shall be required, in addition to the provisions in C6.05, to receive synodical approval before terminating its membership in the Evangelical Lutheran Church in America.

\* **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 program 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 effected.

\* **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 program 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 Rocky Mountain 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, title to property shall continue to reside in this congregation.

\* **C7.03.** If a two-thirds majority of the voting members of this congregation present and voting 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 Rocky Mountain Synod.

\* **C7.04.** If a two-thirds majority of the voting members of this congregation present and voting 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 the 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 the congregation. If the Synod Council fails to

give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

## \* **Chapter 8. MEMBERSHIP**

\* **C8.01.** 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.

\* **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 the congregation.
- d. Associate members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation 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.

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

*C8.03.01. This congregation invites all baptized Christians who accept the Lutheran interpretation of the Sacrament as stipulated below to participate regularly in Holy Communion.*

*C8.03.02. It shall be made known to prospective participants that the belief of this congregation is: Participation in the Lord's Supper is the "reception of the body and blood of our Lord Jesus Christ given with bread and wine, instituted by Christ Himself for us to eat and drink." We hold that a person is well prepared and worthy who believes these words: "given and shed for you for the remission of sins." But*

*anyone who does not believe these words or doubts them is neither prepared nor worthy, for the words "for you" require simply a believing heart. (From the Small Catechism in Contemporary English, 1968, Augsburg Publishing House and Fortress Press)*

\* **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.

***C8.04.01.** Members who move and are no longer able to participate in the program of this congregation shall be encouraged to transfer their membership. A confirmed member in good standing desiring to change membership to another Lutheran Church shall have issued a Letter of Transfer when so requested.*

***C8.04.02.** A confirmed member who, within the preceding two years, has made no contribution of record to this congregation and is not an active volunteer with a program or ministry of Bethany Lutheran Church shall be classified as an inactive member without right to vote. They shall remain within the continuing concern of this congregation and shall be given conscientious pastoral care. If, after a reasonable amount of time, there is no sign of activity, the Senior Pastor may terminate their membership. If they resume activity they shall be restored to the active membership list.*

\* **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 by the Congregation Council; or
- 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.

## \* **Chapter 9. THE PASTOR**

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

\* **C9.02.** 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.

\* **C9.03.** 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 Congregation Council, administer discipline.
- c. Every pastor shall: 1) strive to extend the Kingdom of God to encourage qualified persons to prepare for the ministry of the Gospel; 2) impart the knowledge of this church and its wider community, in the nation, and abroad; 3) seek out and minister through distribution of its periodicals and other publications; and 4) endeavor to increase the support given by the congregation to the work of the churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the Rocky Mountain Synod of the ELCA.

\* **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.

### ***C9.04.01. Duties of the Senior Pastor***

- a. *The Senior Pastor shall offer spiritual guidance and leadership training and equipping to the Congregation Council members and advisory boards.*
- b. *The Senior Pastor is the senior staff employee of the congregation and shall have supervisory authority over other staff personnel. He shall report staffing issues periodically to the Congregation Council. Specific duties may be described in the Personnel Manual.*
- c. *The Senior Pastor shall work closely with each member of the Congregation Council in assisting and providing guidance and direction to the proper performance of their duties.*

- d. *The Senior Pastor shall hold himself/herself available for consultation with all organizations and individuals in the congregation.*
- e. *The Senior Pastor shall be familiar with the constitution, its bylaws, and the Personnel Manual.*
- f. *The Senior Pastor shall be the convener for the Staff Support Committee.*
- g. *The Senior Pastor shall seek out and encourage qualified persons for positions on the Congregation Council or other boards and organizations.*
- h. *The Senior Pastor shall supervise, direct and develop other pastoral staff members and seminary students.*

**\* C9.05.**

- 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 of years;
  - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;
  - 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;
  - 4) the physical or mental incapacity of the pastor;
  - 5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty;
  - 6) the dissolution of the congregation or the termination of a parish arrangement; or
  - 7) suspension of the congregation as a result of discipline proceedings.

***C9.05.01.*** *Within six months after a new Senior Pastor has been installed, all other pastors serving in the congregation shall submit their resignations for review and consideration by the Senior Pastor and the Congregation Council, providing their Letter of Call and accompanying documents so state.*

***C9.05.02*** *If the pastor receives a call to another congregation, he/she shall consult with his/her present congregation or, as a minimum the Executive Committee of the Congregation Council before reaching a decision.*

- 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 described in \*C9.05. b., 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 \*C9.05. 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 and the committee recommended termination of the call.
- e. If, in the course of proceedings described in \*C9.05.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 \*C9.05.b. or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation 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 without prejudice and with pay provided through a joint churchwide and synodical fund and with housing provided by the congregation.

\* **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 the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.

\* **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 related to the Evangelical Lutheran Church in America.

\* **C9.09.** When a pastor is called to serve 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.

*C9.09.01. When there are multiple pastors, there shall be one Senior Pastor, as specified by the Letter of Call.*

\* **C9.11.** With the approval of the bishop of the synod the congregation may depart from C9.05.a. 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 C9.05.a.

\* **C9.12.** The pastor(s) of this congregation: (a) shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation; (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.

*C9.12.01. The Senior Pastor shall be responsible for ensuring that accurate records of membership and of ministerial acts are kept. He shall report these statistics annually to this congregation and, when required, to the Secretary of the Evangelical Lutheran Church in America. Should this congregation be dissolved, these records shall be deposited in the archives of the Evangelical Lutheran Church in America or its successor*

\* **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 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 a 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.

[C9.15-20 intentionally left blank]

**C9.20. Ecumenical pastoral ministry.**

**C9.21.** 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.

## **Chapter 10. CONGREGATION MEETING**

**C10.01.** The power and authority of this congregation shall be exercised through the congregation meeting, called and conducted in conformity with civil law and the provisions of this constitution and its bylaws.

**C10.02.** The annual congregation meeting shall be held each fiscal year to present the budget, elect Congregation Council members, and conduct such other business as may appropriately come before the meeting. Announcement of the time and place shall be made at no less than two public services immediately preceding the meeting, said services to be at least one week apart, and in such publications as the pastor of the congregation may periodically issue or by written notice to the voting members mailed not less than ten days prior to the meeting.

*C.10.02.01 The fiscal year of this congregation shall be defined as July 1 – June 30 commencing July 1, 2009. An annual business Congregation Meeting shall be held each May to present the budget and conduct such other business as may appropriately come before the meeting. An annual Congregation Meeting shall be held each November to elect Congregational Council members and other such business as may appropriately come before the meeting. Announcement of each Congregation Meeting shall be as defined in C10.02.*

**C10.03.** A special congregation meeting may be called by the Senior Pastor, the Executive Committee of the Congregation Council, the president of this congregation, or at the written request of twenty-five voting members of the congregation. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted. Official notice shall be in writing and shall be posted conspicuously in a place where the congregation normally worships. Such notice shall state date, time, place and purpose. It shall be read at all public services held during the two week period prior to the meeting. The notice shall be mailed to all voting members. Such mailing is to be made not less than ten to fifteen days prior to the meeting. Such mailings shall contain the official notice as described above. The posting of such notice in the regular mail, with the regular postage affixed or paid, or conspicuously displayed on regular publications of the congregation sent to the last known address of such members shall be sufficient.

**C10.04.** One hundred (100) voting members, including at least two (2) elected Congregation Council officers and five (5) additional Council members, shall be present to constitute a quorum for the transaction of business. Once established, a quorum shall remain in effect throughout the meeting.

**C10.05.** Voting by proxy or by absentee ballot shall not be permitted.

**C10.06.** All actions approved by the congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.

**C10.07.** Voting shall be by written ballot in the following cases:

- a. To elect members to the Congregation Council;
- b. To adopt or amend the bylaws or this constitution;
- c. To request the resignation of a pastor;
- d. To call a pastor;
- e. To exclude a member from membership in the congregation;
- f. To sever membership in the Evangelical Lutheran Church in America or its successor; or
- g. To dispose of, encumber, or purchase real property whose fair market value exceeds \$25,000 (twenty-five thousand dollars) when requested by ten or more voting members present.

**C10.08.** Election of all offices shall be on one combined ballot and those candidates receiving the greatest number of votes shall be declared elected.

**C10.09.** Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

## **Chapter 11. OFFICERS OF THE CONGREGATION COUNCIL**

**C11.01.** The officers of this congregation shall be a President, Vice-President, Secretary, and Treasurer.

- 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 occupy their respective offices on the Congregation Council and shall be voting members of the Congregation Council.

### ***C11.01.01. Duties of the President***

- a. *The President shall preside over congregation meetings and he/she shall also preside over Executive Committee and Congregation Council meetings.*

- b. *The President shall sign all forms, documents, and official papers requiring signature by the congregation.*
- c. *The President shall be available for consultation with staff and congregation members.*
- d. *The President shall work closely with the Pastoral staff.*
- e. *The President shall ensure that each member of the Congregation Council and the various boards and committees are aware of their duties and responsibilities.*

**C11.01.02. Duties of the Vice-President**

- a. *The Vice-President shall perform all duties of the President in his/her absence and, in case of extended disability or expulsion of the President, shall succeed him/her in office as President for the remainder of the term.*
- b. *The Vice-President shall be available for consultation with all boards, committees, organizations and individuals of the congregation.*
- c. *The Vice-President shall sign all forms, documents and official papers requiring signature by the Vice-President.*

**C11.01.03. Duties of the Secretary**

- a. *The Secretary shall ensure the keeping of accurate minutes of each meeting of the congregation, the Congregation Council and the Executive Committee of the Congregation Council. These minutes shall be preserved permanently in the church archives.*
- b. *The Secretary shall distribute copies of the minutes of the Congregation Council and Executive Committee of the Congregation Council meetings to each member of the respective Congregation Council as well as to the staff and any congregation member who requests a copy.*
- c. *The Secretary shall call the attention of the chair to any business of a previous meeting that has been tabled for later action.*
- d. *The Secretary shall sign all forms, documents and official papers requiring signature by the Secretary.*
- e. *The Secretary shall send all approved changes in this constitution and bylaws to the Rocky Mountain Synod of the ELCA (\*C6.03e, \*C16.04, \*C17.03, \*17.04).*

**C11.01.04. Duties of the Treasurer**

- a. *The Treasurer shall ensure the keeping of accurate financial records and that the Congregation Council is provided the necessary financial reports to fulfill their responsibilities in accordance with Chapter 12 of the constitution and bylaws.*

- b. *The Treasurer shall sign all forms, documents and official papers requiring signature by the Treasurer.*

**C11.02.** The Congregation Council 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 and assume office. Their terms shall run for one year beginning on January 1 following the congregation meeting at which they were elected.

**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 one-year terms in the same office.

**C11.04.** An officer's place on the Executive Committee of the Congregation Council shall be declared vacant without delay if the member ceases to be a member of the Congregation Council in accordance with Chapter 12 or the member is absent without valid excuse from three consecutive meetings.

***C11.04.01.** The Executive Committee of the Congregation Council shall consist of the officers of the congregation, the immediate past president, and the Senior Pastor. Each shall have one vote. Non-voting members could include the Director of Finance and Administration and additional pastors of this congregation.*

***C11.04.02.** The Executive Committee of the Congregation Council shall not transact any business unless three of its six voting members are present. The Senior Pastor, or his pastoral designee, or President or Vice-President shall be two of the three required. Business will normally be conducted with the Senior Pastor present. The nature of such business shall be discussed with the Senior Pastor prior to any meeting that he is unable to attend.*

***C11.04.03.** Meetings of the Executive Committee of the Congregation Council shall normally be held monthly. A special meeting may be called by the Senior Pastor, the President, or any three voting members of the Executive Committee of the Congregation Council with notice given to all members at least 24 hours in advance of any such special meetings. The 24-hour notice may be waived if all members have been contacted or if, after reasonable and sincere efforts have been made to contact all members, unanimous consent of those contacted has been obtained.*

***C11.04.04.** The Executive Committee of the Congregation Council shall have the duties and responsibilities as established by the Congregation Council and as may be outlined in the constitution and bylaws. As a permanent subcommittee of the Congregation Council, the Executive Committee of the Congregation Council assists the Congregation Council in accomplishing its duties and responsibilities.*

## **Chapter 12. CONGREGATION COUNCIL**

**C12.01.** The voting membership of the Congregation Council shall consist of the Senior Pastor, and fifteen members of the congregation of which four are the officers of the congregation. The Director of Finance and Administration and additional pastors of the congregation are non-voting members of the Congregation Council.

**C12.02.** Nominees for the Congregation Council shall be selected by the Nominating Committee from the congregation's active and confirmed membership roll and their names shall be submitted to the voters at the annual congregation meeting. Any such member may be elected subject to the limitation on the length of continuous service permitted and that the member may not be a full-time or part-time employee of the congregation.

**C12.03.** Qualifications for membership on the Congregation Council shall include a confirmed member in good standing who possesses leadership ability and Christian commitment.

**C12.04.** 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 three successive regular meetings of the Congregation Council without excuse.

**C12.05.** The Congregation Council may remove any Congregation Council member from office as a result of unsatisfactory performance. Prior to such action, reconciliation may be attempted by proceeding through: (a) private discussions with the Senior Pastor; or (b) discussions with the Senior Pastor in the presence of two or three members of the Executive Committee.

**C12.06.** Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by a majority of its members present and voting, a successor to complete the unexpired term of the seat that has been vacated. Individuals who have served less than one-half of a regular term shall be eligible for nomination and possible election to a full term.

**C12.07.** The members of the Congregation Council except the Senior Pastor shall be elected by written ballot to serve for three years or until their successors are elected and assume office. Such members shall be eligible to serve no more than two full terms consecutively. A full two years must elapse before that member is eligible for re-election to the Congregation Council. Their terms shall begin on January 1 following the congregation meeting at which they were elected and shall end December 31 of the last year of their term. It is desirable that tenure for the Congregation Council be arranged so that one-third of the terms should expire annually.

**C12.08.** At the first meeting in each congregational year, the Congregation Council shall elect its officers and assign other duties in accordance with the bylaws. Congregation Council members shall be installed on the Sunday following the first Congregation Council meeting of the new year or as soon as possible thereafter.

**C12.09.** The Congregation Council shall not transact any business unless a majority of its members are present.

**C12.10.** Meetings of the Congregation Council shall normally be held monthly at such time and place determined by the Congregation Council. A special meeting may be called by the Senior Pastor, the President or any three members of the Congregation Council with notice given to all members at least seven days in advance of any such special meeting. The seven days notice may be waived if all members have been contacted or if, after reasonable and sincere efforts have been made to contact all members, unanimous consent of those contacted has been obtained.

**C12.11.** The President shall preside at meetings of the congregation. In the event of the President's inability to serve, the Vice-President shall preside.

**C12.12.** 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 pastor(s) 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 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(s).
- h. To emphasize partnership with the synod and churchwide 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.
- k. The Congregation Council, at its discretion, may review with the Senior Pastor personnel decisions and policies and may modify such decisions and policies as the Congregation Council deems appropriate.

**C12.13.** 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 the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Colorado, 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 congregation meeting.
- c. The Congregation Council shall present an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance there with following its adoption, and may not incur obligations of more than 5% in excess of the approved annual budget without 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 partnership with the synod and churchwide organization.
- d. The Congregation Council shall ascertain whether the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.
- e. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
- f. The Congregation Council shall appoint an independent outside certified accounting firm to conduct an independent annual audit of this congregation's records.

**C12.14.** The Congregation Council shall see that the provisions of this constitution and its bylaws and the continuing resolutions are carried out.

**C12.15.** The Congregation Council shall provide for an annual review of the membership roster.

**C12.16.** The Congregation Council shall submit a comprehensive report to this congregation at the appropriate congregation meeting.

**C12.17.** 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 Congregation Council, following consultation with the synodical bishop.

## **Chapter 13. CONGREGATION COMMITTEES**

**C13.01.** A Nominating Committee shall consist of six voting members of this congregation. Two members shall be outgoing members of the Congregation Council and shall be appointed by the Executive Committee for a term of one year. The remaining four members shall be elected for two-year terms. It is desirable that the two-year terms be arranged so one half of the terms expire annually. Members of the Nominating Committee are not eligible for more than two consecutive terms, and members of the Congregation Council are ineligible to serve on the Nominating Committee while serving on the Congregation Council. The congregational president shall call the committee together and it shall elect a chairperson from its members.

***C13.01.01. Duties of the Nominating Committee***

- a. The members of the Nominating Committee shall serve for the term following their assignment. They shall nominate candidates for the offices to be filled and shall secure the consent of each candidate. The Nominating Committee may request nominations for candidates from the congregation in advance of the congregation meeting at which elections are held. Nominations from the floor at that congregation meeting are permitted, providing consent has previously been obtained from the nominee.*
- b. Candidates chosen shall fulfill qualification guidelines outlined in the constitution and bylaws.*
- c. Candidates chosen by the Nominating Committee shall be made known to the congregation with the announcements to the congregation concerning the forthcoming election.*

**C13.02.** An Audit Committee of three voting members shall be appointed by the Congregation Council to act as an advisor to the Council. Audit Committee members shall not be members of the Congregation Council. The term of office will be three years, with one member appointed each year. Members shall be eligible for re-appointment.

***C13.02.01. Duties of the Audit Committee***

- a. The purpose of the Audit Committee is to provide an independent check on the financial transactions conducted by this congregation.*
- b. When an Audit Committee is appointed, the Audit Committee shall perform audits of the general and other specific accounts of this congregation at least annually. Such audits shall consider, as a minimum, balancing bank statements, expenditures as approved by the budget, accurate recording of gifts and contributions, timely reporting of financial status, etc. The Audit Committee shall be responsible for establishing their own audit procedures with guidance from the Treasurer. The Audit Committee may, at its discretion, recommend to the Congregation Council a more complete audit prior to rendering its report.*
- c. The Audit Committee shall perform audits of the accounts and records kept for other organizations within the congregation as identified in Chapter 14 of the constitution. At least one audit of such organizations shall be conducted annually.*

*d. The Audit Committee shall provide the Congregation Council a report on the findings of all audits conducted.*

**C13.03.** A Mutual Ministry Committee of six members may be appointed jointly by the President and the Senior Pastor. This committee shall have as its primary purposes to support the staff, aid in communication with staff members and assist in resolving any conflict among staff members. In the absence of a Mutual Ministry Committee, their duties shall be fulfilled by the Executive Committee.

**C13.04.** When a pastoral vacancy occurs, a Call Committee of nine voting members shall be elected by the Congregation Council. Term of office will terminate at installation of the newly-called pastor. No candidate for Associate Pastor shall be proposed by the committee unless the candidate has received the approval of the Senior Pastor.

**C13.05.** Other congregational committees may be formed as the need arises by decision of the Congregation Council and its membership elected by the Congregation Council.

**C13.06.** Duties of congregational committees shall be specified in the bylaws or continuing resolutions.

## **Chapter 14. ORGANIZATIONS WITHIN THE 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 meetings shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

***C14.01.01.** All employees of any organization within the congregation as defined in Chapter 14 of the constitution are employees of Bethany Lutheran Church. The organization may not establish personnel policies for the organization that differ from the Personnel Manual of Bethany Lutheran Church. The senior employee of the organization shall be a member of the church staff and shall follow the policies established by the Personnel Manual of Bethany Lutheran Church.*

**C14.02.** Organizations described in this chapter are defined to be groups formally organized with a governing board that establishes and enforces policies and procedures in a written format and that directs the daily activities of the organization. This chapter does not affect the independent status of the Bethany Foundation.

***C14.02.01** In order to provide for consistent two-way communications between the organization and the Congregation Council, one member of the Congregation*

*Council shall be elected by the Congregation Council as a voting member of the organization's governing board.*

*C14.02.02. 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 and specified in a continuing resolution.*

*C14.02.03. At least one officer of an organization shall be a member of the congregation.*

*C14.02.04. No organization shall alter, repair, replace or install equipment or property without prior authorization from the Congregation Council.*

*C14.02.05. The heads of all organizations shall furnish an annual report to the congregation.*

**C14.03.** All organizations specified by the Congregation Council shall deposit their funds in accounts maintained by Bethany Lutheran Church unless otherwise determined by the Congregation Council. Disbursements from these accounts will follow procedures established for other accounts maintained by Bethany Lutheran Church.

*C14.03.01. Organizations which formally establish policies and procedures for financial responsibility and formally designate a responsible individual may submit such policies and procedures to the Congregation Council for approval. Upon approval by the Congregation Council, the organization may establish accounts independent from Bethany Lutheran Church.*

## **\* Chapter 15. DISCIPLINE OF MEMBERS AND ADJUDICATION**

\* **C15.01.** 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. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the 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.

\* **C15.02.** 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 a specific time and place of the hearing before the Congregation Council. The written charges shall accompany the written citation to the accused. The written citation that specifies the time and place of the hearing before the Congregation Council and requests the presence of a member charged with the offense shall be sent at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Congregation Council may proceed with the hearing and may pass judgment in the member's absence.

\* **C15.03.** 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 guilt of the accused member. Should the allegations be sustained by a two-thirds majority vote of the members of the Congregation Council who are not disqualified but who are present and voting, and renewed admonition prove ineffectual, the Congregation Council shall impose one of the following disciplinary actions:

- a. censure before the Congregation Council or congregation;
- b. suspension from membership for a definite period of time; or
- c. exclusion from membership in this congregation. Disciplinary actions b. and c. shall be delivered to the member in writing.

\* **C15.04.** 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.

\* **C15.05.** 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.

\* **C15.06.** 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*.

\* **C15.07.** 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.

\* **C15.8-9.** [intentionally left blank]

\* **C15.10. Adjudication.**

\* **C15.11.** 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 shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

## **\* Chapter 16. AUTHORIZATION FOR BYLAWS**

- \* **C16.01.** This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- \* **C16.02.** Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.
- \* **C16.03.** Changes to the bylaws may be proposed by any voting member provided, however, that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose and that the Congregation Council notify the congregation's members by mail of the proposal with the Council's recommendations at least 30 days in advance of the Congregation Meeting.
- \* **C16.04.** Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

## **\* Chapter 17. AMENDMENTS**

- \* **C17.01.** Unless provision \*C17.04 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 twenty-five 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 Congregation meeting called for that purpose. The Congregation Council shall notify the congregation's members by mail of the proposal together with their recommendations at least 30 days in advance of the meeting.
- \* **C17.02.** An amendment to this constitution, proposed under \*C17.01. shall:
  - a. be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those present and voting;
  - b. be ratified without change 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.
- \* **C17.03.** Any amendments to this constitution that result from the processes provided in \*C17.01. and \*C17.02. 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 Rocky Mountain Synod of the ELCA.

\* **C17.04.** This constitution may be amended 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 - by a simple majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail notice to the congregation of such an amendment or amendments, together with the Council’s recommendations, at least 30 days prior to the meeting. Upon the request of twenty-five voting members of the congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

## \* **Chapter 18. CONTINUING RESOLUTIONS**

\* **C18.01.** The 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 the congregation or a two-thirds vote of all voting members of the Congregation Council.

## \* **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 part to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

*C19.01.01. The congregation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the congregation) by reason of the fact that such person is or was serving in the capacity of an officer, member of the Congregation Council, committee chairperson, committee member, delegate, pastor, employee, fiduciary, or authorized agent of the congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such a person in connection with such action, suit, or proceeding if the person acted in good faith, consistent with the constitution and bylaws of this congregation, and in a manner the person reasonably believed to be in or not opposed to the best interest of the congregation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct unlawful.*

**C19.01.02.** *Any indemnification shall be made by the congregation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in C19.01.01. Such determination shall be made (1) by the Congregation Council by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding, or (2) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Congregation Council members so direct, by independent legal counsel in a written opinion, or (3) by a majority vote of a quorum of a congregation meeting.*

**C19.01.03.** *The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, congregation action, or otherwise; and, any procedure provided for by any of the foregoing as to action while the person was acting in an official capacity shall continue as to that person after said person has ceased to be in that capacity and shall inure to the benefit of heirs, personal representatives, and administrators of such a person.*

## HISTORY

ADOPTED: 1908

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RATIFICATION OF AMENDMENTS BY CONGREGATION: 1992

APPROVAL OF AMENDMENTS BY SYNOD: \_\_\_\_\_

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RATIFICATION OF AMENDMENTS BY CONGREGATION: November 17, 2002

APPROVAL OF AMENDMENTS BY SYNOD: \_\_\_\_\_

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RATIFICATION OF AMENDMENTS BY CONGREGATION: November 21, 2004

APPROVAL OF AMENDMENTS BY SYNOD: February 15, 2006

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RATIFICATION OF AMENDMENTS BY CONGREGATION: November 12, 2006

APPROVAL OF AMENDMENTS BY SYNOD: July 24, 2007

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APPROVAL OF AMENDMENTS BY CONGREGATION: November 18, 2007

APPROVAL OF AMENDMENTS BY SYNOD: October 15, 2008

RATIFICATION OF AMENDMENTS BY CONGREGATION: November 16, 2008

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APPROVAL OF AMENDMENTS BY CONGREGATION: May 16, 2010

APPROVAL OF AMENDMENTS BY SYNOD: \_\_\_\_\_

RATIFICATION OF AMENDMENTS BY CONGREGATION: \_\_\_\_\_

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