

GILBERT LUTHERAN CHURCH

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CONSTITUTION, BYLAWS AND CONTINUING RESOLUTIONS

Constitution, Bylaws & Continuing Resolutions of Gilbert Lutheran Church

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Codification Notes

Required Provisions: Sections of this document marked by an asterisk (*) are required when a congregation amends its governing documents. These sections are from the *Model Constitution for Congregations of the Evangelical Lutheran Church in America, 2011*, and must be used without alteration. This is in compliance with provision 9.52 in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

Codification Explanation: Alpha-numeric codification and variations in type are used to indicate (a) general subject, (b) constitutional provisions, (c) bylaws, and (d) continuing resolutions.

(a) Major sectors are designated as Chapters with numbers. For example, Chapter 8, Membership. All entries in this chapter have *C8. as the initial codification entry.

(b) Constitutional provisions are in bold type and are codified with two sets of numbers: the chapter number and a two-digit number preceding the second period in the codification. An example of a constitutional codification related to “Membership” is ***C8.01**.

(c) Bylaw provisions are in regular type and are codified with three sets of numbers: the chapter number, the related constitutional provision number, and a two digit number. Thus, the first bylaw provision found in Chapter 11, “Officers” that relates to the second constitutional entry there is codified C11.02.01.

(d) Continuing resolution provisions are in italicized type. They are also codified with three sets of numbers, but the third set indicates the year and sequence of adoption. For example, *C12.04.A13*. is the codification for a continuing resolution in chapter 12, pertaining to the fourth constitutional entry. The “A13.” portion of the codification indicates it was the first (A) continuing resolution adopted in 2013 regarding this subject.

Bylaws have been integrated with constitutional provisions in this document. The exception to this is Chapter 20, GLC Foundation Bylaws. These bylaws are not codified per (c) above, but are presented intact in their original format.

This document was initially approved at a Gilbert Lutheran Church Congregation Meeting on January 6, 2013 and ratified at a Gilbert Lutheran Church Congregation Meeting held on February 3, 2013. It was effective, after Southeastern Iowa Synod approval, as of February 25, 2013.

THE CONSTITUTION, BYLAWS, AND CONTINUING RESOLUTIONS OF GILBERT LUTHERAN CHURCH

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 Gilbert Lutheran Church.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the Gilbert Lutheran Church congregation is hereinafter designated as “this congregation.”
- C1.03.** This congregation shall be incorporated under the laws of the State of Iowa.

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

CHAPTER 3

NATURE OF THE CHURCH

- *C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- *C3.02. The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.
- *C3.03. The name Evangelical Lutheran Church in America (ELCA or “this church”) as used herein refers in general references to this whole church, including its three expressions: congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

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.**
 - C4.02.a.01. This congregation invites all of its members who have been prepared to receive the Sacrament, to participate regularly in Holy Communion.
 - C4.02.a.02. Preparation for Holy Communion will normally be provided for persons at age ten (10), but it may occur earlier or later. The responsibility for deciding when to allow participation is shared by the pastor, the parents, guardians, or other sponsoring persons and the Congregation Council.
 - C4.02.a.03. Participation in Holy Communion shall be open to members of other congregations who believe in Christ.
 - C4.02.a.04. All persons who are members of churches with whom the ELCA is in full fellowship and communion shall be welcome at the table.
 - C4.02.a.05. In the event there are any questions or concerns about persons receiving Holy Communion, they shall consult the pastor.
 - 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 churchwide organization of the Evangelical Lutheran Church in America.
 - i. Foster and participate in ecumenical relationships consistent with churchwide policy.
- *C4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. [Such descriptions shall be contained in continuing resolutions in the section on the Congregation Committees.]**
- *C4.05. This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.**
- *C4.06. References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God's mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.**

<p>CHAPTER 5</p> <p>POWERS OF THE CONGREGATION</p>

- *C5.01. The powers of this congregation are those necessary to fulfill its purpose.**
- *C5.02. The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.**
- *C5.03. Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by 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, amendments to the bylaws, as specified in Chapter 16, and continuing resolutions, as provided in Chapter 18..
 - 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 Vice-president/President-elect, Congregation Council, other positions as specified in the bylaws and continuing resolutions and require them to carry out their duties in accordance with the constitution, and bylaws, and continuing resolutions; and
 - j. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- *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 Southeastern Iowa Synod of the Evangelical Lutheran Church in America.

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 Southeastern Iowa 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. These special circumstances are limited either to calling a candidate approved for the roster of ordained ministers of the Evangelical Lutheran Church in America or to contracting for pastoral services with an ordained minister of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
 - 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 and 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. A congregation may terminate its relationship with this church by the following procedure:**
- a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds vote of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the congregation council. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
 - b. The secretary of the congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
 - c. The bishop of the synod and the congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the synod of the notice as specified in paragraph b. above.
 - d. If the congregation, after such consultation, still seeks to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the meeting shall be mailed to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
 - e. A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraphs g., h., and i. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church.
 - f. Notice of termination shall be forwarded by the bishop to the secretary of this church, who shall report the termination to the Churchwide Assembly.
 - g. Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in *C6.05. shall be required to receive synod council approval before terminating their membership in this church.

- h. Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to receive synodical approval before terminating their membership in this church.
 - i. Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to satisfy all financial obligations to this church and receive synod council approval before terminating their membership in this church.
 - j. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's first meeting as specified in paragraph a. above, another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of *C6.05. and may begin no sooner than six months after that second meeting.
- *C6.06. If this congregation considers relocation, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is 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 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 Southeastern Iowa 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 at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in *C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Southeastern Iowa Synod.
- *C7.04. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in *C6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

CHAPTER 8

MEMBERSHIP

- *C8.01. Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.**
- *C8.02. Members shall be classified as follows:**
- a. *Baptized* members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.**
- C8.02.a.01. A child, neither of whose parents or guardians is a member of the congregation, shall, upon receiving baptism, become a baptized member of this congregation, unless for good reason, the child is to be a baptized member of another congregation, in which case membership shall be transferred to that congregation.
- C8.02.a.02. An unbaptized adult who has received instruction and has given evidence of 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 baptism, become a baptized member of this congregation.
- C8.02.a.03. The Congregation Council shall establish policy and guidelines for baptism and interpret unique situations.
- 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.**
- C8.02.b.01. The Congregation Council shall establish policy and guidelines for confirmation and interpret unique situations.
- C8.02.b.02. Members who move away shall be encouraged to transfer their membership. Any confirmed member desiring to change one's membership to another church shall, upon request, be provided a Letter of Transfer.
- C8.02.b.03. When a member of the congregation has not received Holy Communion and has not participated in the life of the church in the current and preceding year, they shall be considered non-voting members of the congregation due to their inactivity. This should not include young adults who are away at school, the military, or persons in other situations where they prefer to retain their Gilbert Lutheran Church membership until they establish a permanent household. After identifying a member as a non-voting member due to inactivity, the congregation council may contact the member to see if they wish to again become a voting member of the congregation by again receiving Holy Communion and participating in the life of the church or if they wish to be removed from membership. The Congregation Council may remove any non-voting adult member, with or without their consent after one year of their being identified as a non-voting member.
- 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 shall require the approval of the Congregation Council.
- *C8.04. It shall be the privilege and duty of members of this congregation to:
 - a. Make regular use of the means of grace, both Word and sacraments;
 - b. Live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and
 - c. Support the work of this congregation, the synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.
- *C8.05. Membership in this congregation shall be terminated by any of the following:
 - a. Death;
 - b. Resignation;
 - c. Transfer or release;
 - d. Disciplinary action in accordance with ELCA Constitutional provision 20.40 and the accompanying bylaws;
 - 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 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.
- *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 this 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 churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the Southeastern Iowa 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.
- *C9.05. a.** The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by death or, following consultation with the synodical bishop for the following reasons:
- 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of ordained ministers of this church;
 - 7) termination of the relationship between this church and the congregation;
 - 8) dissolution of the congregation or the termination of a parish arrangement; or
 - 9) suspension of the congregation through discipline for more than six months.
- b.** When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of the synod,
- 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two ordained ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the congregation council or by a petition signed by at least one-third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two ordained ministers and one layperson.
- c.** In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of the synod may declare the pastorate vacant and the pastor shall be listed on the clergy roster as disabled. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
- d.** In the case of alleged local difficulties that imperil the effective functioning of the congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to the congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also

- propose other actions that should be undertaken by the congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, the congregation may dismiss the pastor only 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.
 - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- *C9.06. At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.
 - *C9.07. During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.
 - *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 in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
 - *C9.11. With the approval of the bishop of the synod, the congregation may depart from *C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.05.a.
 - *C9.12. The pastor of this congregation:
 - a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from 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.
 - *C9.13. 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.

CHAPTER 10

CONGREGATION MEETING

C10.01. The annual meeting of this congregation shall be held at a time specified in the bylaws.

C10.01.01. The annual meeting of this congregation shall normally be held in January on a date and time specified by the Congregation Council.

C10.01.02. The annual meeting shall receive reports from all the organizations of this congregation. Such reports, including a financial statement, shall be submitted to the president by December 20. Financial statements shall be submitted as soon as possible after actual results are available.

C10.01.03. The Nominating Committee, in preparation for the annual meeting of the congregation, shall submit to the Congregation Council and this congregation, nominees for vice president, positions on the Congregation Council, Foundation Board, Nominating Committee and lay representation to the annual Synod Assembly. The slate of candidates to be voted on at the annual meeting will be given to the president by December 1.

C10.01.04. The complete list of nominees shall be announced to this congregation along with the announcement of the meeting of this congregation at which the elections are to take place. In addition to the candidates submitted by the Nominating Committee, additional nominations may be made from the floor with the nominee's consent in advance.

C10.02. A special congregation meeting may be called by the pastor, the Congregation Council, or the president of this congregation, and shall be called by the president at the written request of 10% of the voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.

C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to the last known address to all voting members or presented in the congregation's publication(s) at least 10 days in advance of the date of the meeting. The notice of the meeting is to include date, time, place and purpose of the meeting.

C10.03.01. The current roster of voting members shall be available at each meeting of this congregation.

C10.04. A quorum for any meeting shall be 5% of the voting members of this congregation.

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

C10.06. All actions by this congregation shall be by majority vote except as otherwise provided in this constitution.

C10.07. The latest edition of “Roberts Rules of Order Newly Revised” shall be the parliamentary for this congregation, except where it may conflict with the constitution, bylaws or policies of Gilbert Lutheran Church, in which case the congregation’s special rule would take precedence.

CHAPTER 11

OFFICERS

C11.01. The officers shall be

- a. President, initially elected by this congregation as vice president;**
- b. Vice president (president-elect), elected by this congregation to a two-year term, serving one year as vice president and automatically becoming president in year two.**
- c. Congregation Council Secretary, nominated by the president and approved by the Congregation Council, and serves the Congregation Council as a non-voting member;**
- d. Treasurer, nominated by the president and approved by the Congregation Council;**
- e. Financial Secretary, nominated by the president and approved by the Congregation Council.**

C11.02. Eligibility, Terms of Office, and Duties of Officers are specified in the bylaws.

C11.02.01. Only a voting member of this congregation shall be eligible to serve as an officer.

C11.02.02. The president shall preside at the meetings of the Congregation Council and of this congregation. The president is chairperson of the Board of Administration.

C11.02.03. The vice president, in the absence of the president, shall preside at the meetings of the Congregation Council and this congregation, and perform other duties as might be assigned from time to time. However, the vice president does not have authority to name appointees for the president. The vice president shall serve on the Board of Administration.

C11.02.04. The Congregation Council secretary shall keep the minutes of the Congregation Council and this congregation, and shall have custody of the archives and history of this congregation.

C.11.02.05. The treasurer shall have custody of all funds of the congregation and shall receive and disburse funds in accordance with the decisions of this congregation and Congregation Council.

C11.02.06. The financial secretary shall maintain records of all contributions and make regular reports to the Board of Finance, the Congregation Council and members as required by the church Congregation Council.

C11.02.07. Term of office for the Congregation Council secretary, treasurer and financial secretary shall be one year or until a successor is named.

CHAPTER 12

CONGREGATION COUNCIL

C12.01. The Congregation Council is comprised of seven voting members who also are voting members of the congregation: president, vice president/ president-elect, and five at-large members. A member's place on the Congregation Council shall be declared vacant as noted in the bylaws.

C12.01.01. A member of the Congregation Council who is absent from two consecutive regular meetings shall be consulted by the president of this congregation; if a member is absent from three consecutive regular meetings without valid excuse, the Congregation Council may declare the office vacant.

C12.01.02. A Congregation Council member who ceases to be a voting member of the congregation shall have his/her place on the Congregation Council declared vacant.

C12.01.03. The senior pastor and the Congregation Council secretary serve the Congregation Council as non-voting members. An associate pastor may serve as a non-voting Congregation Council member when the senior pastor is unable to do so.

C12.01.04. At-large Congregation Council members will serve two-year staggered terms. No at-large council member shall be eligible for election to serve more than two full consecutive terms.

C12.02. Congregation Council voting members shall be elected at the congregation's annual meeting.

C12.02.01. The congregation shall elect a vice president/president-elect.

C12.02.02. The congregation shall elect at-large Council members to fill the open at-large positions.

C12.03. If a vacancy occurs on the Congregation Council, the Council shall, by majority vote, elect a successor until the next annual meeting. Individuals who have served less than one-half (less than a year) of a regular term shall be eligible for nomination and election to a full term.

C12.03.01. The successor shall be nominated by the president and confirmed by the Congregation Council.

C12.03.02. If the president vacates his/her office, the vice president shall assume the office of president; the office of the vice president shall become vacant.

C12.03.03. In the case of a vacancy in the office of vice president, the Nominating Committee shall identify a candidate for vice president, who shall be elected at a special congregational meeting called for that purpose, a regular congregational meeting or at the next annual meeting, depending upon the time the office is vacated.

C12.03.04. In such cases, the president and vice president shall continue in office for the next full year.

C12.04. The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything

be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America.

C12.04.01. In addition to the duties and responsibilities provided in the constitution, the Congregation Council shall:

- a. Lead the congregation in carrying out its mission, conduct long-range planning, set goals and priorities, and evaluate its activities in light of its mission, vision, and goals.
- b. Give direction, counsel, and support to the boards, ministry teams and committees of the congregation.
- c. Communicate regularly with the board or ministry chairpersons to keep informed of their progress and any support or changes needed to increase effectiveness.
- d. Exchange ideas, give direction, counsel, and assistance to the pastor(s).
- e. Ensure that the performance, salaries and benefits of the pastor(s) and staff are evaluated annually.
- f. Conduct regular meetings, normally at least once each month, at such time and place as the Congregation Council may determine.
- g. Ensure that necessary staff other than pastor(s), such as office manager, director of music, organist, custodian, and nursery attendant is hired.
- h. Exercise discipline in accordance with the provisions of the ELCA as presented in chapter 15 of the Gilbert Lutheran Church constitution.
- i. Have the authority between meetings of this congregation to choose delegates to any group or meeting in which this congregation is entitled to representation. However, lay representation to Synod Assemblies will be nominated by the Nominating Committee and must be elected by the congregation.
- j. After the congregation adopts a resolution or resolutions per the Gilbert Lutheran Church constitution and/or bylaws pertaining to property transactions identified in *C5.03. (f. and h.), the Congregation Council shall be authorized to identify the person(s) to properly execute or complete the transaction(s).
- k. Operate within the limits of the approved budget of this congregation, as much as possible. Total disbursements in excess of total voted budget must be approved by this congregation.
- l. Honor, acknowledge in writing, and submit to the respective administrative offices during year for which it was budgeted individual and congregational financial support for ELCA and locally designated outreach ministries. If giving exceeds that budgeted because of individual designations, the excess shall also be forwarded to the recipient.
- m. Establish, discontinue, or modify boards, ministries, or committees as necessary. The Congregation Council will add new boards to the Management group, and new ministries will be aligned with the Congregational Development and Outreach group.
- n. Maintaining a current and accurate roster of voting members shall be the responsibility of the Congregation Council.

o. Other duties as might be assigned from time to time by the congregation.

C12.04.A13. The Congregation Council will schedule comprehensive discussions with each board or ministry chairperson. Additional members of the congregation may also be invited by the chairperson or council member. These discussions will be conducted annually at a minimum, and will be centered on assessing the alignment between the board or ministry's mission and Gilbert Lutheran Church's mission, identifying council activities to further strengthen the board or ministry and assuring that appropriate resources are being made available.

C12.05. The Congregation Council shall be responsible for the financial, property and insurance matters of the 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 Iowa, except as otherwise provided herein.

B. Supervise the use of the church building and property. The property of the church shall be for use of this congregation in its normal functions as a Lutheran church and shall not be used in any way that is not in harmony with the purpose of the congregation.

C. Shall not buy or sell property without approval of the congregation at a regular, special or annual meeting.

D. Review the annual budget and submit for approval of the congregation at the congregation's annual meeting with its recommendation.

C12.05.D.01 The financial records of the congregation shall be this responsibility of the Chairperson - Board of Finance, utilizing the services of the Congregation Council treasurer and the Congregation Council financial secretary.

E. Shall ascertain that the finances of the congregation are conducted efficiently with special attention to the prompt payment of financial obligations and forwarding of benevolence funds to the synod office.

C12.06. The Congregation Council shall report its activities to the congregation at the congregation's annual meeting and other times that the congregation might request.

C12.07. Regular meetings of the Congregation Council normally shall be held monthly, at a time, place and day determined by the council. Special meetings of the Congregation Council may be called by the president or Pastor and must be called at the written request of two voting members of the council. Notice of special meetings shall be provided for in the bylaws.

C12.07.01. Notice of special meetings shall be given electronically or by regular mail at least five (5) days prior to the meeting and shall include the specific business to be conducted; no other business will be allowed. Such notice also may be given at any "public" function of the congregation during the five day period.

C12.07.02. The Congregation Council and its boards, ministries and committees may hold meetings by remote communications, including electronically and by telephone conference, and, to the extent permitted by state law, notice of all meetings may be provided electronically.

C12.08. A quorum for meetings of the Congregation Council shall be a majority of voting members and one of the pastors or interim pastor(s).

C12.08.01. If one of the pastors or interim pastor(s) cannot attend a meeting of the Congregation Council, s/he shall be made aware of the agenda and give approval to it.

C12.08.02. The repeated absence of one of the pastors or interim pastor(s) at Congregation Council meetings shall be communicated to the synodical bishop and shall not preclude the council from conducting business.

CHAPTER 13

CONGREGATION BOARDS, MINISTRIES, AND COMMITTEES

C13.01. Each board or ministry chairperson shall:

C13.01.A13. Administer and chair one of the following boards or ministries:

(1.) Under the area of Management - having charge of the general management of all matters relating to the legal and corporate affairs and supervision of the operation and maintenance of this congregation:

- (a.) Board of Administration*
- (b.) Board of Finance*
- (c.) Board of Property*

(2.) Under the area of Congregational Development and Outreach - having charge of the spiritual leadership in this congregation, working with the pastor, to guide the work, witness, and service of the congregation in the world:

- (a) Congregational Life Ministry*
- (b) Outreach and Social Responsibility Ministry*
- (c) Welcome Ministry*
- (d) Primary Education Ministry*
- (e) Secondary Education Ministry*
- (f) Stewardship Ministry*
- (g) Worship Ministry*
- (h) Youth Ministry*

C13.01.01. Communicate regularly with the Congregation Council to keep them informed of board or ministry progress and any support or changes needed to increase their effectiveness.

C13.01.B13. Prepare a monthly written summary of their board or ministry activities along with other items of mutual interest, including board or ministry membership changes, relating to their group. The report will be sent to the chair of the Congregation Council at the end of each month.

C13.01.C13. Prepare for the discussion meetings described at C12.04.A13, by exploring with their members discussion topics such as: How do our activities align with and relate to the mission of Gilbert Lutheran Church?; How are we impacting people's lives? What challenges do we face?; What new opportunities do we see or envision?; How can the council or others help our board or ministry grow?; Are there areas of the board or ministry that should be reviewed for possible modification or discontinuance? The council or chairperson may also request that other topics also be included in the discussion.

C13.02. The duties of each board or ministry chairperson shall be those provided in the bylaws.

C13.02.01. The chair of the board or ministry shall be nominated by that board or ministry, approved by the Congregation Council on an annual basis and report to the Congregation Council. An individual shall serve as chairperson to no more than one board or ministry at a time.

C13.02.02. When vacancies occur on the board or ministry, the chairperson shall appoint additional members to maintain an appropriately sized board or ministry with three or more members. Board or ministry members serve one year terms and are eligible for reappointment.

C13.02.03. The chair shall appoint one member to serve as secretary to record minutes of meetings.

C13.02.04. The chair shall hold and conduct meetings as often as necessary to fulfill its mission.

C13.02.05. The chairs of boards and ministries shall report their activities to the annual meetings and at such time and place the Congregation Council determines. These reports are due by December 20, except any financial reports will be submitted as soon as possible after end-of-year actual results are available.

C13.02.06. A Congregation Council member may serve on a maximum of three boards, ministries and/or committees.

C13.02.07. The chairperson of the board or ministry shall appoint, with the approval of the Congregation Council, such subcommittees as needed to carry out the specific task(s) or function(s) of the board or ministry. The chairperson of such subcommittees shall report to the chairperson of the board or ministry and provide for implementation of activities necessary to carry out the responsibilities of the board or ministry.

C13.02.08. Board and ministry chairpersons shall submit their proposed budgets by the due date established during the annual budgeting cycle.

C13.02.09. After the budget is approved at the Annual Meeting, chairpersons are authorized to spend up to the approved budgeted amount for their line items. They shall complete a purchase order, following guidelines on file in the church office, for each expenditure.

C13.03. A Nominating Committee of five voting congregation members shall be elected to identify candidates requiring a congregation vote: Vice president, positions on the Congregation Council, Foundation Board, Nominating Committee, and lay representation to the Synod Assemblies.

C13.03.01. Each year two people will be elected to two-year terms on the Nominating Committee and one person will be elected to a one-year term.

C13.03.02. The committee should intentionally reflect the gender, age, and other diversities present in the congregation.

C13.03.03. The Nominating Committee shall publish the slate of candidates before any election. The publication should include a statement that nominations will also be accepted from the floor if the person being nominated consents.

C13.03.04. The Nominating Committee will deliver to the president, its slate of candidates for the annual meeting elections by December 1.

C13.03.05. Shortly after the Annual Meeting the Nominating Committee will select its chairperson for the coming year and identify the chair to the president by May 1.

C13.04. When a pastoral vacancy occurs and a decision to fill the position is made, provisions found in *C9.01. of this constitution will be followed. A Call Committee consisting of the president, serving as an *ex officio* member and chair of the committee, and six voting congregation members shall be established to identify pastoral candidates, interview, and recommend to the Congregation Council the individual to be extended the letter of call. The committee will be dissolved upon installation of the newly called pastor.

C13.04.01. The Call Committee slate shall be nominated by the Congregation Council and elected by the congregation. During the committee member selection process, the council shall welcome name recommendations from any congregation member.

C13.04.02. The composition of the Call Committee should intentionally reflect the makeup of the congregation, assuring that various diversities are represented as well as representatives from various congregation ministries, boards and groups. An effort will be made to nominate a young adult or high school student committee member.

C13.04.03. A slate of nominees shall be published prior to the congregation meeting to elect the Call Committee. The publication shall include a notice stating that nominees will also be accepted from the floor if the person being nominated consents.

C13.04.04. If a committee member is unable to fulfill the duties of the committee, the Congregation Council may appoint a replacement.

C13.05. A Mutual Ministry Committee may be established upon agreement by the called staff and Congregation Council.

C13.05.01. If the committee is established, it shall meet with the called staff on an individual basis monthly, or as determined by the committee members and called staff.

a. The committee shall consist of four or six members

(1.) Half the committee members shall be appointed by the council;

(2.) Half the committee members shall be appointed by the senior pastor (if there is more than one called staff person, the senior pastor shall appoint these committee members in consultation with said staff.)

b. The committee shall be a confidential support committee for the pastor and called staff.

C13.06. An Audit Committee of three voting members shall be nominated by the president and approved by the Congregation Council.

C13.06.01. 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 reappointment.

C13.06.02. In conducting the annual audit, the committee will review a church-specific guide, such as The ELCA Congregational Audit Guide before proceeding.

C13.07. The Memorial Fund Committee of three voting members shall be nominated by the president and approved by the Congregation Council.

C.13.07.01. The term of office will be three years, with one member appointed each year. Members may be eligible for reappointment.

C13.07.02. The Memorial Fund Committee shall develop and maintain guidelines for managing Gilbert Lutheran Church memorial funds. The initial guidelines and subsequent proposed updates shall be provided to the Congregation Council for review and approval.

C13.07.03. After council approval, a copy of the current Memorial Fund Guidelines shall be available for review in the church office.

C13.08. The Memorial Garden Committee of three voting members shall be nominated by the president and approved by the Congregation Council.

C13.08.01. The term of office will be three years, with one member appointed each year. Members may be eligible for reappointment.

C13.08.02. The Memorial Garden Committee will function in conjunction with the Memorial Fund Committee. The Memorial Garden Committee will be responsible for the development and maintenance of the Memorial Gardens.

C13.08.03. The Memorial Garden Committee shall be responsible for the development and periodic update of guidelines for the Memorial Garden to be forwarded to the Board of Property for review and to finalize recommendation(s) to the Congregation Council for final consideration/approval.

C13.09. A Cemetery Committee of voting member(s) shall be nominated by the president and approved by the Congregation Council.

C13.09.01. Term of office will be three years, and members are eligible for reappointment.

C13.09.02. The Cemetery Committee shall develop and update guidelines for managing St. Petri Cemetery. The initial guidelines and any updates shall be forwarded to the Congregation Council for review and approval.

C13.09.03. After council approval, a copy of the Cemetery Guidelines shall be available for review in the church office.

CHAPTER 14

ORGANIZATIONS WITHIN THE CONGREGATION

C14.01. All organizations within this congregation shall exist to aid this congregation in ministering to its members and to aid others 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 shall determine the organization's policies, guide its activities, and receive reports concerning its membership, work, and finances.

C14.02. Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council and specified in a continuing resolution.

CHAPTER 15

DISCIPLINE OF MEMBERS AND ADJUDICATION

- *C15.01.** Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of the congregation, or willful and repeated harassment or defamation of member(s) of the congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15-17, proceeding through these successive steps, as necessary: a) private counsel and admonition by the pastor, b) censure and admonition by the pastor in the presence of two or three witnesses, c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.
- *C15.02.** The process for discipline of a member of 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 the counseling, censure, and admonitions pursuant to C15.01 do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two clergy). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- *C15.03.** If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case, and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members plus the nonvoting chair comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- *C15.04.** The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- *C15.05.** By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
- a. suspension from the privileges of congregation membership for a designated period of time;

- b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
 - c. termination of membership in the congregation; or
 - d. termination of membership in the congregation and exclusion from the church property and from all congregation activities.
- *C15.06.** The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the Constitution, Bylaws and Continuing Resolutions of the Evangelical Lutheran Church in America. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.
- *C15.07.** No member of the congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.
- *C15.10.** Adjudication
- *C15.11.** When there is disagreement 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

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 that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- *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 10% of the voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members of the proposal together with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.
- *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 resolution¹ 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 synod shall notify the congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.
- *C17.04.** This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a simple majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, 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 10% of the 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.

1. Such an amendment must be stated in relation to the requirements of *C17.03. to allow time to for Synodical review of the amendment.

CHAPTER 19

INDEMNIFICATION

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

CHAPTER 20

GLC FOUNDATION BYLAWS

ARTICLE I

Section 1. The Gilbert Lutheran Church Foundation, (the Foundation), was established by a congregation vote of Gilbert Lutheran Church, at its Annual Meeting on January 31, 2007, to function in the manner specified in these bylaws.

Section 2. The Foundation shall at all times be managed to support the vision, mission, and core values of Gilbert Lutheran Church.

Section 3. The Foundation shall be managed and operated as an integral part of Gilbert Lutheran Church and shall not seek separate entity status.

ARTICLE II

Purposes

Section I. The general purpose of the Foundation is to provide opportunities for members and friends to contribute gifts entrusted by God to enhance the mission of Gilbert Lutheran Church. These special gifts are intended to enhance the congregational and outreach missions of Gilbert Lutheran Church through implementation of special projects and activities that are typically not affordable through annual giving or operations.

Section 1. B. The intended purposes of the Foundation are:

1. To communicate to members and friends the role of the Foundation and the opportunities and advantages of making special gifts to the Foundation;
2. To solicit, receive and manage gifts (cash, land, gifts in kind, stocks, trusts, insurance policies, etc.) from members and friends of Gilbert Lutheran Church;
3. To establish written donor intent for gifts of \$5,000 or more using donor agreements (Memorandum of Agreements) that will ensure as close as possible that donors wishes are carried out for their gifts;
4. To establish sound investment policies that will allow any donor gifts to grow in perpetuity, unless the donor specifically requests that the gift be spent, and not endowed;
5. To responsibly distribute funds to those projects and entities as directed by the

GLC Congregation Council and/or according to agreements with donors.

6. To secure an annual audit and present an annual audit report to The Gilbert Lutheran Church.
7. To provide an annual report including all project and financial activity to the GLC Congregation Council.
8. To maintain copies and records of all "Memorandums of Agreements" in files in the church office.

Section 2. The Foundation shall at all times be managed and its affairs conducted in the highest traditions of Christian stewardship and service.

ARTICLE III

Foundation Board

Section 1. The management of the Foundation shall be governed by a Foundation Board of seven individuals, at least five of whom must be members of Gilbert Lutheran Church. The Vice-president of the Congregation Council will serve as one member of the Foundation Board, The pastor shall be a non-voting member *ex-officio*. of the Foundation Board.

Section 2. The members of the Foundation Board shall serve for a term of three years, or until their successors are elected. The Nominating Committee shall nominate and present Foundation Board candidates for election at the Annual Congregation Meeting.

Section 3. Foundation Board members may serve no more than four consecutive terms.

Section 4. The regular Annual Meeting of the Foundation Board shall be held within thirty days of the Annual Meeting. At least five days written notice including the date, time, location and agenda for the Annual Meeting shall be given.

Section 5. Special meetings of the Foundation Board may be called by the chairperson or at the request of any two Foundation Board members. The person or persons authorized to call a special meeting of the Foundation Board shall fix the place, date and time of the special meeting and the specific purpose. No other Foundation business than that noted in the call to the meeting shall be transacted.

Section 6. At least five days written notice of any special meeting of the Foundation Board shall be given to each board member.

Section 7. Nominations to fill vacancies to the Foundation Board resulting from death, resignation, or inability to serve shall be made by the Gilbert Lutheran Church Nominating Committee, appointed by the President of Gilbert Lutheran Church, and be presented for confirmation by the Foundation Board.

ARTICLE IV

OFFICERS

Section 1. The elective officers of the Foundation shall be a chairperson, vice-chairperson, secretary, and treasurer. All officers shall be elected members of the Foundation

Board and elected at the regular annual meeting of the Foundation Board (or at a duly called and convened special meeting within 30 days after the regular annual meeting.). All officers shall hold office until their successors are elected and qualified. No person may hold more than one office in the Foundation at the same time.

Section 2. The Foundation Board chairperson shall preside at all meetings; shall have general supervision of the Foundation; shall sign all contracts, Memorandum of Agreements with donors, and other instruments of the Foundation, as authorized by the Foundation Board; shall make reports to the Foundation Board, Congregation Council, and congregation; and in general perform such other duties as are incident to the office.

Section 3. The Foundation vice chairperson shall perform the duties of the chairperson in the event of his or her absence or inability to act and shall perform such other and duties as the Foundation Board may from time to time prescribe. This shall include signing contracts and other legal documents.

Section 4. The Foundation secretary shall issue notices of all meetings and shall keep their minutes; have charge of the Foundation records; shall counter sign all contracts and other instruments of the Foundation, as authorized by the Foundation Board; and shall make such reports and perform such duties as are incident to the office or as required by action of the Foundation Board.

Section 5. The Foundation treasurer shall be responsible for all monies and securities of the Foundation; shall keep all records of account in proper order for examination following the financial procedures and accounting format as set by the Congregation Council; and shall report regularly on financial matters to the Foundation Board and, with the Foundation chairperson, report to the Congregation Council and congregation. The treasurer shall sign or countersign such instruments as require his or her signature; shall perform all duties in such sum and of sureties as may be required by the Foundation Board.

ARTICLE V

Committees

Section 1. The Foundation Board may establish, by resolution, one or more standing committees, including but not limited to an executive committee and an investment committee. Any such committee shall serve at the will of the Foundation Board and shall have the powers, and duties delegated to it by the Foundation Board. A member of the Foundation Board shall chair each committee. Non-Foundation Board members may serve on board committees.

Section 2. The Foundation Board may establish, by resolution one or more special committees. Any such committee shall serve at the will of the Foundation Board and shall have the powers and duties delegated to it by the Foundation Board. Special committees may be chaired by Foundation Board members or by another member of the Gilbert Lutheran Church. At least one member of each special committee shall be a member of the Foundation Board. Non-Foundation Board members may serve on board committees.

ARTICLE VI

Receipt of Gifts and Investment of Funds

Section 1. The Foundation shall receive only those gifts which are designated to the Foundation.

Section 2. The Foundation shall maintain at least two funds: An Endowment Fund and a Special Projects Fund. The Endowment Fund may not divest or spend any of its principal, but only spend income earned. The Special Projects fund collects monies to be spent on immediate or near term projects at the direction of the Congregation Council. Donors may designate gifts to either or both funds. By action of the Foundation Board, all or part of the income from the Endowment Fund may be transferred to the Special Projects Fund from time to time.

Section 3. Investment of Foundation funds including specific donor endowments, shall be the responsibility of the Foundation Board, giving due consideration to the safety and soundness of investments made. When a Foundation Board member has a conflict of interest or a perceived conflict of interest with a topic being discussed during a Board meeting, that Board member should recuse him/herself from the discussion and decision making process. The Foundation Board should obtain third party investment advice and counsel from commercial providers outside the church as may be deemed prudent by the Foundation Board.

Section 4. The Foundation shall work directly with individual donors on projects and programs which benefit Gilbert Lutheran Church and fulfill the donor intent in such projects.

ARTICLE VII

Expenditure of Funds

Section 1. The Congregation Council has the ultimate authority to approve all projects by the Foundation. Each individual project so designated shall be presented to the Congregation Council for review, comment and approval. Foundation members would work with donors to solicit funds to fulfill the projects as appropriate. The Foundation Board may fund such specific projects from the Special Projects Fund or the income generated from the Endowment Fund of the Foundation.

Section 2. Donors, the Congregation Council, or any other committee, group or body of the church, may propose specific projects to the Foundation Board. If deemed within the purposes of the Foundation, the Foundation Board may approve such proposals and present said proposals to the Congregation Council for review, comment and approval.

ARTICLE VIII

Fiduciary Responsibility

Section 1. It is the intent of these bylaws that all gifts exceeding \$5,000, devices and bequests to the Foundation shall be managed as detailed in a Memorandum of Agreement for each gift. No action of the Foundation Board shall be taken to invade the principle of the Endowment Fund, except as directed by specific instructions of the donor, at the time of the gift.

Section 2. The Foundation Board shall, in all cases relating to gifts, respect any instructions or intentions of the donors thereof, and shall not violate any conditions of such donations thereof, and shall not violate any conditions of such donations once the

gift is accepted. In the event any such conditions become inappropriate or impossible under circumstances existing at any point in time, the Foundation Board, after consulting the donor, family member, or legal representative, if the donor is deceased, then may propose a solution to such situation, which in its opinion, would seem to be most appropriate to the donor's expressed wishes. The Foundation Board may refuse a gift, if it would become a liability instead of an asset to Gilbert Lutheran Church, or if the intentions of the donor are not consistent with the vision, mission and core values of this congregation.

Section 3. In the event the corporate structure of Gilbert Lutheran Church is dissolved and not succeeded by a surviving corporation or other entity, the Foundation and its funds shall be liquidated. The assets thereof shall be disposed of as other property of Gilbert Lutheran Church, subject to any restrictions that may have been established by a donor of any portion of such funds. If possible and not otherwise detailed by Memorandum of Agreement, and after any outstanding obligations are paid, any liquidated funds shall be directed to projects or endowments which benefit Gilbert, Iowa in some way. Such liquidation of the Foundation assets shall not conflict with the State of Iowa's Non-profit Corporate Code, policies of the ELCA and Southeastern Iowa Synod, and policies of this congregation's Constitution and Bylaws.

ARTICLE IX

Miscellaneous

Section 1. These bylaws may be amended according to the Constitution of Gilbert Lutheran Church, chapter 16.