

# *Governance*

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## **The Constitution and Bylaws of**

## **Grace Lutheran Church, Boulder, Colorado**

including Amendments from 2013 Churchwide Assembly and  
Grace Council Amendment adopted May 18, 2014

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## **Grace Lutheran Church**

Rooted in Grace + Reaching out in Christ's Love

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# CONSTITUTION AND BYLAWS

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## Grace Evangelical Lutheran Church

### Boulder, Colorado

KEY to understanding references:

C1.02. **Constitution** references have two parts. In this example, *C1* refers to Article 1 of the constitution, while *02* designates the second paragraph of that article.

C3.04.01. **Bylaws** are referenced by three sets of numbers. The example to the left references the first Bylaw associated with the fourth paragraph of Article 3.

C5.06.A98. **Standing resolutions** are also referenced with three sets of data, but the third set contains a letter. This example references the first (*A*) standing resolution under the sixth paragraph of Article 5. The *98* indicates that the resolution was adopted in 1998.

\*C2.02 **Asterisks (\*)** indicate paragraphs which are required by the Model Constitution for Congregations of the Evangelical Lutheran Church in America. These sections must be used without alteration or amendment of the text in any manner (neither additions nor deletions).

Ratified May 3, 1998

In effect: September 1, 1998

Last amended: May 18, 2014

## **\*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.

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## **Chapter 1: NAME AND INCORPORATION**

- C1.01. The name of this congregation shall be Grace Evangelical Lutheran Church of Boulder, Colorado.
  
- C1.02. For the purpose of this constitution and the accompanying bylaws, the congregation of Grace Evangelical Lutheran Church of Boulder, Colorado, is hereinafter designated as "this congregation."
  
- C1.03. This congregation shall be incorporated under the laws of the State of 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 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. [added 5/18/14]

## **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 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 Committes.] [last amended 5/18/14]

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

C4.05.01. Current Mission Statement

We believe we are people of God gathered to worship the Triune God, directed to love and serve one another and our community in justice and mercy, and to reach out with the healing gospel of Jesus Christ. (We support those who assist us in our mission, giving priority to our regional and national church body and to causes with which we have personal contact.)

- \*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. [added 5/18/14]

## **Chapter 5: POWERS OF THE CONGREGATION**

- \*C5.01. The powers of this congregation are those necessary to fulfill its purpose.
- \*C5.02. The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.

- \*C5.03. Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by 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; [last amended 1/29/06]
  - 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 and require it 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.
- \*C5.04. 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 this synod.

## **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. 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. [amended 5/18/14]

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

- a. A resolution indicating the desire of this congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of this congregation by a two-thirds majority of the voting members present. 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. [amended 5/18/14]
  
- 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. [amended 5/18/14]
  
- 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. [amended 5/18/14]
  
- 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.  
[amended 5/18/14]

- 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. [amended 5/18/14]
  
- 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. [amended 5/18/14]

\*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. [last amended 5/18/14]

\*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. [last amended 5/18/14]

## **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 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 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. [amended 5/18/14]

C7.05. Under no circumstances shall the property of this congregation be sold for the personal financial gain of its members.

## **Chapter 8: MEMBERSHIP**

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

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

- a. Baptized members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. Confirmed members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. Voting members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every

regular and special meeting of the congregation. [last amended 1/27/08]

- 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. [last amended 1/29/06]

\*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 provision 20.40. and the accompanying bylaws; [last amended 5/18/14]

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. [last amended 1/29/06]

C8.05.01. As an assembly of believers in the Body of Christ, this congregation exercises spiritual care and concern for all its members. If a member ceases to be actively involved in the worshipping community, the congregation through its pastor and Congregation Council shall seek to encourage the inactive member to reactivate membership or transfer membership to another Christian community of faith. The Congregation Council is charged by the congregation to maintain an accurate roll of members which honestly indicates those who are involved in this congregation's mission and ministry.

- a. A confirmed member shall be considered inactive if s/he has neither communed at this congregation nor made a contribution of record to this congregation during the course of two or more consecutive calendar years.
  
- b. An unconfirmed baptized member shall be considered inactive if s/he has not worshipped at this congregation during the course of two or more consecutive calendar years.
  
- c. Wherever possible, the Congregation Council shall endeavor to encourage inactive members to reactivate their membership in this congregation or transfer their membership to another congregation. If an inactive member does not reactivate or transfer membership, or if the address of an inactive member is unknown, the Congregation Council at its discretion may remove the name of the inactive member from the roll of the congregation by majority vote.

## **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 the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.

C9.01.01. In electing a call committee, the Congregation Council shall strive to represent the traditions and diversity of the congregation. The call committee in consultation with the Congregation Council and the Synod Bishop will develop procedures for reviewing and selecting a candidate to fill the call.

\*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 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.

\*C9.05. 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; [last amended 5/18/14]
- 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions; [last amended 5/18/14]
- 4) physical disability, or mental incapacity of the pastor; [last amended 5/18/14]
- 5) suspension of the pastor through discipline for more than three months; [last amended 5/18/14]

- 6) resignation or removal of the pastor from the roster of ordained ministers of this church; [Added 5/18/14]
  - 7) termination of the relationship between this church and the congregation; [Added 5/18/14]
  - 8) dissolution of the congregation or the termination of a parish arrangement; or [last amended 5/16/10] [last amended 5/18/14]
  - 9) suspension of the congregation through discipline for more than six months. [last amended 5/18/14]
- 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), have come to the attention of the bishop of the synod, [last amended 5/18/14]
- 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 [last amended 5/18/14]
  - 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. [last amended 5/18/14]

- 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 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 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. [last amended 5/18/14]
  
- 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 be taken by the synod. [last amended 5/18/14]
  
- 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. [last amended 5/18/14]

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. [last amended 5/18/14]

\*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. [amended 5/18/14]

\*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. [last amended 1/29/06]

- \*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. [last amended 1/29/06]

## **Chapter 10: CONGREGATION MEETING**

C10.01. There shall be provision for three annual meetings of this congregation held at a time specified in the bylaws.

C10.01.01. a. An annual budget meeting of the congregation shall be held during the month of January on a date to be determined annually by the Congregation Council. The main items of business at this meeting shall be approval of the budget for the new year, and election of delegates to the year's Synod Assembly.

b. An annual election meeting of the congregation shall be held during the month of May each year. The date and time of this meeting shall be set annually by the Congregation Council. At the annual meeting, elections shall be held for Congregation Council, Audit Committee, Grace Lutheran Foundation Board and Nominating Committee. If an election is not held, the existing holders of those positions shall remain in office until such time that their successors are elected. Newly elected Congregation Council members, Audit Committee members, Grace Lutheran Foundation Board members and Nominating Committee members shall take office as of June 1 of the year of the election. Officers and board chairpersons shall present their annual reports at the annual meeting. [last amended 10/24/2004]

- c. An annual constitution revision meeting of the congregation may be called on a date to be determined by the Congregation Council. The main item of business at this meeting shall be to ratify an amendment to the constitution of this congregation.
- d. At the annual election meeting, voting members may consider and act upon any item of business of the congregation. At all other meetings, action shall be taken only on those items listed in the agenda distributed with the notice of meeting.

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 of the congregation upon the written request of ten voting members. The president of the Congregation Council shall call a special meeting upon request of the synodical bishop. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted. [last amended 5/18/14]

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 all voting members at least 10 days in advance of the date of the meeting. [last amended 5/18/14]

C10.04. Twenty-five percent of the voting members shall constitute a quorum.

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

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

C10.07. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

## **Chapter 11: OFFICERS**

C11.01. The officers of this congregation shall be a president, president-elect, past-president, secretary, and treasurer. [last amended 1/27/08]

a. Duties of the officers shall be specified in the bylaws.

b. The officers shall be voting members of the congregation.

c. Officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council.

C11.01.01. a. The president of the congregation shall:

1) Preside at all meetings of the congregation and of the Congregation Council;

- 2) Have right of voice on all committees and task forces, except the Audit Committee;
- 3) Serve as chairperson of the Executive Committee;
- 4) See that the agreed upon business of the congregation and Congregation Council is acted upon;
- 5) Represent the congregation at public occasions;
- 6) With the advice of the pastor or the Congregation Council, make appointments within the congregation;
- 7) Be acquainted with and faithful to the Articles of Incorporation, Constitution, Bylaws and Continuing Resolutions of the congregation;
- 8) Perform such other duties as may be prescribed in these Constitution, Bylaws Continuing Resolutions, or assigned to the president by the voting members of the congregation or the Congregation Council.

b. The president-elect shall:

- 1) Assume the office of president at the conclusion of the current president's term;

- 2) Serve as acting president if the president and past-president are unable to serve; [last amended 1/27/08]
- 3) Assist the president in coordinating the work of the various committees and task forces and, if so assigned by the president, shall have voice in the president's behalf;
- 4) Perform such other duties as may be prescribed in these Constitution, Bylaws Continuing Resolutions, or assigned to the president-elect by the voting members of the congregation or the Congregation Council.

c. The past-president shall:

- 1) Serve as acting president if the president is unable to serve; [last amended 1/27/08]
- 2) Assist the president in coordinating the work of the various committees and task forces and, if so assigned by the president, shall have voice in the president's behalf; [last amended 1/27/08]
- 3) Perform such other duties as may be prescribed in these Constitution, Bylaws, Continuing Resolutions, or assigned to the past-president by the voting members of the congregation or the Congregation Council. [last amended 1/27/08]

d. The secretary shall:

- 1) Be appointed by the Congregation Council. Any member of the Congregation Council except the president or the treasurer may serve as secretary. [last amended 1/27/08]
- 2) Attend all meetings of the congregation and the Congregation Council;
- 3) Keep or cause to be kept in a book provided for such purpose, a true and complete record of the proceedings of all such meetings;
- 4) Distribute a copy of the minutes of each Congregation Council meeting to all Council members no later than two weeks after such meeting;
- 5) Prepare minutes of all congregation meetings, for review by the Congregation Council at its next meeting after the congregation meeting, and for review and adoption at the next congregation meeting;
- 6) Inform the president of any intended absence at any meeting prior to such meeting, and obtain a replacement for the secretary's vacancy at such meeting with the approval of the president;
- 7) Perform such other duties as may be prescribed in these Constitution, Bylaws Continuing Resolutions, or assigned to the secretary by the voting members of the congregation or the Congregation Council.

e. The treasurer shall:

- 1) Be elected by the congregation from the voting membership of the congregation at the annual election meeting. [last amended 1/27/08]
- 2) Serve as a full voting member of the Congregation Council;

- 3) Maintain the financial books of the congregation;
- 4) Provide all records for the Audit Committee as requested;
- 5) Pay all bills as authorized by the budget or approved by the Congregation Council.

## **Chapter 12: CONGREGATION COUNCIL**

C12.01. The voting membership of the Congregation Council shall consist of the officers listed in C11.01, plus the pastor(s), and may be augmented by as many as three at-large members. A representative appointed by the Grace Lutheran Foundation Board shall have voice but not vote on the Congregation Council. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council without cause. Consistent with the laws of the state in which the congregation is incorporated, the congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances. [last amended 1/27/08]

### C12.01.01. Removal from office

- a. A member of the Congregation Council may be removed from office by a two-thirds majority vote of the Congregation Council for denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, persistent trouble-making in this congregation, or dereliction of duty as a member of the Congregation Council. Charges may be made by the Executive Committee, by two or more members of the Congregation Council, or by five or more voting members of the congregation. [last amended 1/27/08]

- b. Charges will be presented in writing to the accused Congregation Council member at least ten days before the meeting at which the disciplinary action shall be discussed. The accused shall be allowed to answer the charges.
- c. Decision of the Congregation Council shall be final.
- d. Removal of office for causes mentioned in C12.01.01a. shall not preclude other disciplinary action pursuant to Chapter 15 of the constitution.

C12.02. The voting members of the Congregation Council except the pastor shall be elected by majority vote at the annual election meeting of the congregation at a date defined by C10.01.01. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. Terms of office and the organizational year shall begin on June 1. Newly elected Congregation Council members shall be installed at a worship service of the congregation. [last amended 1/27/08]

- a. The president-elect shall serve a term of three years, serving as president-elect the first year, president the second year, and past-president the third year. [last amended 1/27/08]
- b. At-large members shall serve for two years. No more than two at-large members may be elected in a given year. [last amended 1/27/08]
- c. Terms for the treasurer and secretary shall be one year. The treasurer and secretary may serve up to five consecutive terms. [last amended 1/27/08]
- d. No Congregation Council member shall be eligible to serve more than five consecutive years. [last amended 1/27/08]

C12.02.01. Vacancies and succession

- a. The president-elect shall succeed the president at the conclusion of the president's term, and thus would normally serve one year as president-elect, and one year as president, and one year as past-president. [last amended 1/27/08]
  
- b. If a vacancy should occur in the office of president, the remaining Congregation Council members shall appoint either the past-president or the president-elect to serve as president for the remainder of the organizational year. [last amended 1/27/08]
  - 1) If the Congregation Council appoints the current past-president as the new president, the provisions of C12.02.01c shall also apply. [last amended 1/27/08]
  
  - 2) If the Congregation Council appoints the president-elect to serve as president, the current president-elect will serve as president for both the remainder of the current organizational year and for the next organizational year. [last amended 1/27/08]
  
  - 3) If neither the past-president nor president-elect is able or willing to serve as president during the current organization year, the Congregation Council shall call a meeting of the congregation to elect a new president no later than 90 days after the resignation of the president. The Nominating Committee shall present at least one candidate for the office of president. If a current at-large member of the Congregation Council is elected as the new president, the provisions of C12.01.01e shall also apply. [last amended 1/27/08]

- c. If a vacancy should occur in the office of past-president, the remaining members of the Congregation Council, at their discretion, may appoint an additional at-large member to the Congregation Council. The appointed at-large Congregation Council member shall serve for the remainder of the current organizational year. [last amended 1/27/08]
  
- d. If a vacancy should occur in the office of president-elect, the remaining members of the Congregation Council shall appoint a voting member of the congregation to serve as president-elect for the remainder of the current organizational year. The appointment of the new president-elect must be ratified by majority vote of the congregation no later than the next annual election meeting of the congregation. If the appointment of the new president-elect is not ratified, the congregation shall elect a new president-elect at the same meeting where the ratification vote was taken. [last amended 1/27/08]
  
- e. If a vacancy should occur in the office of an at-large member of the Congregation Council, the remaining members of the Council may, at their discretion, appoint another voting member of the congregation to serve as an at-large member of the Congregation Council for the remainder of the current organizational year. [last amended 1/27/08]
  
- f. If a vacancy should occur in the office of treasurer, the remaining members of the Congregation Council shall appoint an at-large member of the Congregation Council or another voting member of the congregation to serve as a treasurer for the remainder of the current organizational year. [last amended 1/27/08]
  
- g. If a vacancy should occur in the office of secretary, the remaining members of the Congregation Council shall appoint another member

of the Congregation Council to serve as secretary for the remainder of the current organizational year. The new secretary cannot also serve as president or treasurer. [last amended 1/27/08]

- C12.04. The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:
- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
  - b. To appoint directors of ministries who shall assist the Congregation Council in carrying out the mission and ministry of the congregation. Directors may be either voting members of the congregation or staff under employment by the congregation. Directors of ministries shall report to and be accountable to the Congregation Council. At its discretion, the Congregation Council may request the Nominating Committee to assist it in the recruitment of directors of ministries. [last amended 1/27/08]
  - c. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
  - d. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.

- e. To maintain supportive relationships with the pastor(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.
- f. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- g. To promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- h. To arrange for pastoral service during the sickness or absence of the pastor.
- i. To emphasize partnership with the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
- j. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- k. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

C12.05. The Congregation Council shall be responsible for the financial and property matters of this congregation.

- a. The Congregation Council shall be the board of directors of this congregation, and as such shall be responsible for maintaining and protecting its property and 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 meeting of the congregation.
- c. The Congregation Council may enter into contracts totaling up to three percent of the current operating budget for items not included in the budget. [last amended 11/11/04]
- d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than three percent in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the synod and churchwide organization. [last amended 11/11/04]
- e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular

attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.

- f. The Congregation Council shall be responsible for this congregation's total insurance program.

C12.06. The Congregation Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.

C12.07. The Congregation Council shall provide for an annual review of the membership roster.

C12.09. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.

C12.11. The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.

C12.12. A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, provided that one of these members must be 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. A pastoral vacancy, or 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.

- C12.13. The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, and, to the extent permitted by state law, notice of all meetings may be provided electronically. [added 5/18/14]

### **Chapter 13: CONGREGATION COMMITTEES**

- C13.01. The Executive Committee shall consist of the president, the president-elect, the past-president, and the pastor(s). If a vacancy should occur in the membership of the Executive Committee and there are fewer than three non-pastoral members serving, the Congregational Council may appoint, upon the nomination of the other members of the Executive Committee, another previous president of the congregation to serve on the Executive Committee. This appointed member of the Executive Committee will not be a member of the Congregation Council. [last amended 1/27/08]
- C13.01.01. The Executive Committee shall serve as the Personnel Committee of the congregation. Augmented with its previous year's members, the Executive Committee shall provide annual review and consultation with the pastor(s) and recommend pastoral salaries to the Congregation Council. [last amended 1/27/08]
- C13.02. A Nominating Committee of three voting members of this congregation, one of whom, if possible, shall be an outgoing member of the Congregation Council, shall be elected at the annual election meeting for a

term of one year. Members of the Nominating Committee are not eligible for consecutive reelection.

C13.02.01. The Nominating Committee shall submit to the annual election meeting at least one nominee for president-elect and treasurer, and at the request of the Congregation Council, may also nominate candidates for service as at-large Congregation Council members. Each nominee shall be informed of the duties of the office for which said nominee is being nominated pursuant to the descriptions enclosed in the Bylaws. [last amended 1/27/08]

C13.02.02. At the request of the Congregation Council, the Nominating Committee will assist in the recruitment of directors of ministries. [last amended 1/27/08]

C13.03. An Audit Committee of three voting members shall be elected by the congregation. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with one member elected each year. Members shall be eligible for reelection.

C13.03.01. The Audit Committee shall be responsible for examining the financial records of the congregation and the Grace Lutheran Foundation prior to the congregation annual election meeting. The committee shall report the results of this audit at the annual election meeting.

C13.04. A Mutual Ministry Committee (in the absence of a Mutual Ministry Committee, the duties shall be fulfilled by the Executive Committee) shall be appointed jointly by the president and the pastor. Term of office shall be three years, with one member to be appointed each successive year. The president shall also be a member.

C13.04.01. The Mutual Ministry Committee shall provide support and consultation to the pastor(s) of this congregation.

C13.05. When a pastoral vacancy occurs, a Call Committee of no fewer than six voting members shall be elected by the Congregation Council. Term of office will terminate upon installation of the newly called pastor.

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

## **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 meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

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

## Chapter 15: DISCIPLINE OF MEMBERS AND ADJUDICATION

- \*C15.01. Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of 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. [last amended 5/18/14]
- \*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. [last amended 5/18/14]

\*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. [last amended 5/18/14]

\*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*. [last amended 5/18/14]

\*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: [last amended 5/18/14]

- 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. [last amended 5/18/14]

\*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. [last amended 5/18/14]

\*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. [last amended 5/18/14]
  
- \*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 ten 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.  
[last amended 5/18/14]

\*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. [\*C17.02 last amended 1/29/06]

\*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. [last amended 5/18/14]

- \*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—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 ten 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. [last amended 5/18/14]

## **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. [last amended 1/27/08]
- \*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. [last amended 1/27/08]

## 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.

### C19.01.01. Indemnification

- a. Each Congregation Council member, officer, employee, fiduciary and agent of the congregation, including, but not limited to, the pastor of the congregation and every committee member duly appointed to such committee, shall be indemnified by the congregation against any and all claims and liabilities to which he or she has, or shall, become subject by reason of serving or having served as such Congregation Council member, officer, employee, fiduciary or agent or by reason of any action alleged to have been taken, omitted or neglected by him or her as such Congregation Council member, officer, employee, fiduciary or agent, and the congregation shall advance or reimburse each such person all expenses reasonably incurred by him or her in connection with any such claim or liability, including, but not limited to, reasonable attorneys fees; provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence. By way of clarification and not limitation, it is hereby stated to be the intent of the congregation to indemnify each Congregation Council member, officer, employee, fiduciary and agent of the congregation to the fullest extent permitted by and in accordance with Section 7-109-101, et. seq. of the Colorado Business Corporation Act, which sections and provisions are hereby

adopted and incorporated into these Bylaws as if fully set forth herein; provided, however, that the adoption and incorporation of Section 7-109-101, et. seq. of the Colorado Business Corporation Act is not intended, and shall not be deemed, to be an adoption of any other provision of the Colorado Business Corporation Act nor a statement of intent by the congregation to be a for profit corporation.

- b. In addition to the indemnification provided hereinabove to officers, employees, fiduciaries and agents the congregation may also indemnify and advance expenses to such persons if they are not Congregation Council members of the congregation to a greater extent than is provided in these bylaws, if not inconsistent with public policy, and if provided for by general or specific action of its Congregation Council members or members of the congregation or by contract.
- c. For purposes of this Chapter 19: INDEMNIFICATION, each and every reference to “Congregation Council member” shall be deemed to be, and shall refer to, “director” as that term is used in Section 7-109-101, et. seq. of the Colorado Business Corporation Act, and each and every reference to “congregation,” herein shall be deemed to be, and shall refer to, “corporation” as that term is used in Section 7-109-101, et. seq. of the Colorado Business Corporation Act

## **Chapter 20: PARISH AUTHORIZATION**

- \*C20.04. Whenever a parish arrangement is terminated, the call of any rostered person serving that parish is terminated. Should any congregation that formerly was part of the parish arrangement desire to issue a new call to that rostered person, it may do so in accordance with the call process of this church.

## HISTORY OF CHANGES TO THE CONSTITUTION AND BYLAWS

Former constitution adopted by congregation	April 19, 1993
New constitution ratified by congregation	May 3, 1998
New constitution takes effect	September 1, 1998
Approval by synod	January 2, 1999
Ratification of amendments by congregation	October 21, 2001
Approval of amendments by synod	April 19, 2002
Ratification of amendments by congregation	November 11, 2004
Approval of amendments by synod	March 22, 2005
Ratification of amendments by congregation	January 29, 2006
Approval of amendments by synod	August 1, 2006
Ratification of amendments by congregation	January 27, 2008
Approval of amendments by synod	March 28, 2008
Ratification of amendments by congregation	May 16, 2010
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Ratification of amendments by congregation	May 18, 2014
Approval of amendments by synod	Rev. Dr. Scott R. McAnally, Secretary of the RMS, dated July 2, 2014