

CONSTITUTION
OF
ST. PAUL'S EV.
LUTHERAN CHURCH

304 MONROE AVENUE
NORTH MANKATO, MINNESOTA

PREAMBLE

Whereas, the history of the Christian church of all times proves that certain rules and regulations are necessary to properly attain the purposes and fulfill the obligations of congregations; and

Whereas, the Apostle Paul sets forth in 1 Corinthians 14:40 that all things in the church should be done “in a fitting and orderly way,” therefore, be it

Resolved, that we, a congregation of Lutherans of the City of North Mankato, Minnesota, do herewith, in the name of the Triune God, Father, Son, and Holy Spirit, adopt the following Constitution and Bylaws.

CONSTITUTION

ARTICLE I - NAME OF CONGREGATION

The name of this congregation shall be “Saint Paul’s Evangelical Lutheran Congregation” of North Mankato, Minnesota, but for brevity, shall herein be referred to as the “congregation.”

ARTICLE II - ARTICLES OF FAITH

This congregation accepts and confesses all the canonical books of the Old and New Testaments as the inspired and inerrant Word of God, and all the symbolical books of the Evangelical Lutheran Church, contained in the Book of Concord of 1580, as a correct presentation and true exposition of Christian doctrine, drawn from and in full agreement with the Holy Scriptures; hence, no doctrine shall be taught or tolerated in this congregation which is in any degree at variance with the following symbols of the Evangelical Lutheran Church, namely:

- (1) The three ecumenical creeds - The Apostles’, The Nicene, The Athanasian;
- (2) The Unaltered Augsburg Confession;
- (3) The Apology of the Augsburg Confession;
- (4) The Smalcald Articles;
- (5) Luther’s Catechisms, The Large and The Small;

(6) The Formula of Concord of 1580;

And we set forth that according to this norm of doctrine and practice, all controversies which may arise in this congregation shall be decided and adjusted.

ARTICLE III - PURPOSE AND OBJECTIVES

Section 1. Purpose

The continuing purpose of this congregation, as a gathering of Christians, is to serve all people in God's world with the gospel of Jesus Christ on the basis of the Holy Scriptures. (Matthew 28:18-20).

Section 2. Objectives

The primary objectives of this congregation shall be to:

- A. Proclaim the law and the gospel, leading sinners to repentance and faith in Jesus Christ for life and salvation. (2 Timothy 4:2; Luke 24:26-48);
- B. Strengthen believers in faith and sanctification through the Means of Grace (Romans 10:17); and
- C. Equip believers as disciples, stewards and witnesses for sharing the gospel of Jesus with our fellowmen. (Ephesians 4:11-12).

ARTICLE IV - SYNOD AFFILIATION

The congregation and its pastors are at all times to be members of an evangelical Lutheran synod that is orthodox and adheres to the Confessions of the Lutheran Church. If possible, the congregation should be represented at the meetings of such synod by its pastors and a delegate. (At the time this Constitution was revised, the congregation was a member of The Wisconsin Evangelical Lutheran Synod.)

ARTICLE V - SEPARATION

If at any time a separation shall occur in the congregation relative to doctrine or for other causes (which may God graciously prevent), the property of the congregation shall remain with those members who adhere to this Constitution.

ARTICLE VI - MEMBERSHIP

Section 1. Classification

- A. Baptized Members - Baptized members of the congregation are those who have been baptized into the Christian faith in the name of the Triune God.
- B. Communicant Members:
 - 1. Communicant members are those baptized souls who confess the chief parts of Christian doctrine as written in Dr. Luther's Small Catechism and who have declared their adherence to all the canonical books of the Old and New Testaments, without qualification, as the only rule and norm of faith and life.
 - 2. Communicant membership signifies acceptance of and submission to this Constitution and Bylaws.
- C. Voting Members - Voting members are those male communicant members (1 Corinthians 14: 34; I Timothy 2:12) who have reached the age declared in the Bylaws of this Constitution.

Section 2. Privileges and Responsibilities

"God is love" (1 John 4:8), and his love ever moves him to bless the members of his church with physical and spiritual gifts (1 John 3:1; James 1:17). In return for all these undeserved blessings, we ought to love him with all our hearts (1 John 4:19) and to show that love with the works that we do. The exercise of such love we acknowledge as both a privilege and a responsibility. Some of the privileges and responsibilities to be noted are the following:

- A. His Word - Our God has given us his Word, the one thing needful (Luke 10:42), which alone can save our souls and tell us how to live a God-pleasing life (2 Timothy 3:15-17). Consequently, members of his church will consider it a distinct privilege and a responsibility to:
 - 1. hear and receive the Word of God diligently;
 - 2. provide and promote opportunities for Christian education; and
 - 3. bring up their children in the training and instruction of the Lord (Ephesians 6:4).

- B. The Sacraments - Our God has given us two sacraments: Holy Baptism and Holy Communion, which are means that our Lord uses to bring his grace to us. Consequently, members of his church will:
1. have their children baptized early in life, for “baptism now saves you also” (1 Peter 3:21); and
 2. frequently partake of Holy Communion (1 Corinthians 11:23-26), if they are recognized as such who can properly examine themselves (1 Corinthians 11:28). Only those in the confessional fellowship of faith are permitted to commune at our altar. (Close Communion—2 Corinthians 6:14-15; Romans 16:17).
- C. Possessions, Time and Abilities - Our God has given us the privilege and responsibility of being managers over a certain portion of his estate and assures us he will graciously bless such faithful management (2 Corinthians 9:6). Therefore, members of his church will under grace:
1. continually remember that all their possessions, time and abilities are really a trust from God;
 2. cheerfully decide in their hearts (2 Corinthians 9:7) the portion of their possessions and time and abilities which they will regularly devote to the Lord for use in carrying out that which the congregation has made its concern, not omitting the work of the synod (Matthew 28:19; 1 Corinthians 9:14; 16:2; 2 Corinthians 9:6-11; 1 Peter 4:10); and
 3. regularly attend the voters’ meetings and lend the congregation their counsel and aid, if voting members.
- D. New Man - Our God has implanted within us who are Christians the new man, who desires to live righteously (2 Corinthians 5:17; Ephesians 4:24). Consequently, members of his church will:
1. not live in obvious acts of the sinful nature (Galatians 5:19-21), but lead Christian lives (Galatians 5:22-25);
 2. when they have erred, permit themselves to be fraternally admonished and corrected according to Matthew 18:15-18; and
 3. refuse to hold membership in any organization whose teachings and practices conflict with the Word of God (e.g., lodges). (John 5:23; 8:31,32; 2 Corinthians 6:14-18).

Section 3. Reception of Members

Whosoever intends to become a member of the congregation must announce his intention to one of the pastors. If the pastor finds such person in harmony of faith and if no other impediment confronts such person's admission as a member, such person can, in a proper meeting of the church council, be accepted as a member.

Section 4. Termination of Membership

Members relinquish all their rights in the congregation and its property by:

- A. Transfer - Members who join a congregation in fellowship with St. Paul's in doctrine and practice;
- B. Release - Members who request that their membership cease, but are not joining a congregation in fellowship with St. Paul's;
- C. Whereabouts Unknown - Members whose whereabouts are unknown and who therefore are excluded from the congregation by a unanimous vote at a congregational meeting;
- D. Termination of Fellowship - Members who persist in an error that in itself does not make the presence of saving faith impossible, but because of this persistent error are excluded from the congregation by a unanimous vote at a congregational meeting; or
- E. Excommunication - Members who become evident as impenitent sinners through the steps of church discipline of Matthew 18:15-20 or by evading Matthew 18:15-20, and who, therefore, are excluded from the congregation by a unanimous vote at a congregational meeting.

Section 5. Reinstatement

When an excommunicated member, by the grace of God, repents of his sins, he is to be reinstated with all the former rights and privileges of this congregation (2 Corinthians 2:6-8).

ARTICLE VII - AUTHORITY AND POWER OF THE CONGREGATION

The congregation, through its voting members, has the supreme authority in the external and internal control of all church and congregational matters. No regulation or decision has any validity for the congregation or for an individual member, whether issued by an individual or by a group in the congregation, if it is not issued by authority of the congregation or according to a general or special authority given by the congregation. Whatever is done by authority of

the congregation and whatever is ordered or decided by individuals or a group according to the authority given by the congregation, may at all times be appealed to the congregation. The congregation has no authority to regulate or decide anything contrary to the Word of God and the symbols of the true doctrine of the Evangelical Lutheran Church. If the congregation should do so, such regulations and decisions are null and void (Psalm 119:105; Romans 12:10; Romans 14:19; Ephesians 5:21).

ARTICLE VIII OFFICERS AND BOARD MEMBERS OF THE CONGREGATION

Section 1. Choosing Officers and Board Members

The first New Testament congregation at Jerusalem chose men “full of the Spirit and wisdom” (Acts 6:1-6) to aid the apostles in the administration of its temporal affairs. Likewise shall this congregation choose officers and board members with like qualifications to aid the pastors in administering its affairs (1 Timothy 3:8-13).

Section 2. List of Duties for Officers and Board Members

The listing of the officers and board members and their duties is given in the Bylaws.

Section 3. Conduct of Officers and Board Members

These officers and board members shall conduct themselves in a manner befitting their responsible office (1 Timothy 3:8-13), and also be good examples to the congregation in Christian knowledge, faithfulness, and zeal.

Section 4. Respect Due to Officers and Board Members

Because of their responsible office, these officers and board members shall be given the respect and esteem of the congregation in the performance of their duties.

ARTICLE IX - CONGREGATIONAL MEETINGS (VOTERS' MEETINGS)

Congregational meetings shall be held at such times and in such manner as stated in the bylaws. The meetings shall give the voters of the congregation the opportunity to hear, discuss, and take necessary action in matters pertaining to the welfare of the congregation and of the church-at-large.

ARTICLE X - CHURCH COUNCIL

The congregation shall maintain a church council as stated in the Bylaws.

ARTICLE XI - THE PUBLIC MINISTRY

Section 1. Right to Call

The congregation, through its voting members, has the exclusive right to call individuals to carry on the public ministry and to define the calls extended to them. The congregation may review and adjust the work description of each call in accordance with changing needs.

Section 2. The Congregation's Duty Toward Its Called Workers

It is the responsibility of the congregation toward its called workers to:

- A. Respect and love them as servants of Christ (1 Thessalonians 5:12-13; 1 Timothy 5:17; 1 Corinthians 4:1).
- B. Pray for them and their ministries (Ephesians 6:19-20);
- C. Receive the Word of God from them eagerly and obey them when they speak the Word of God (Luke 10:16; Hebrews 13:17);
- D. Work harmoniously with them to build up the Kingdom of God (Ephesians 4:11-12); and
- E. Provide for their temporal needs (1 Corinthians 9:14; 1 Timothy 5:18).

Section 3. Qualifications for Pastors

The pastorate of the congregation shall be conferred only upon such men who qualify for this ministry, who publicly and without reservation profess their acceptance and adherence to Article II of this Constitution, and who shall conduct all forms of worship and pastoral acts in conformity to the Word of God and the Confessions of our church as found in Article II of this Constitution. Such acceptance and adherence shall be required of them in the call of vocation extended by the congregation.

Section 4. Qualifications for Other Called Workers

The other called workers shall be such as are in accord with the confessional standard of the congregation (Article II) and are qualified for their field of work.

Section 5. Vacancy Procedure

In case of a vacancy in the public ministry, the congregation is to notify the district president of the synod so that he may assist in temporarily filling the vacancy and give his good counsel in regard to calling a new individual.

ARTICLE XII - REMOVAL FROM OFFICE

If any called, elected, or appointed worker of the congregation willfully neglects his duty, and upon due admonition does not amend, the congregation in such case has the right, and eventually the duty, to remove him from his office according to Christian form and order and elect another to take his place.

Sufficient and urgent causes for removing a called worker are persistent adherence to false doctrine, scandalous life, willful neglect of duty, or established inability to perform the duties of his office: 1 Timothy 3:1-7 and Titus 1:6-9.

ARTICLE XIII - AMENDMENTS TO THE CONSTITUTION

Section 1. Non-Amendable and Irrepealable Articles

Articles II, III, IV, V, VI (Section 1.A, B-1, and C; Section 2; Section 4, D and E; and Section 5), VII, XI (Sections 1, 2, 3, and 4), XII, and XIII (Section 1) of this Constitution shall be and remain unalterable and irrepealable, inasmuch as they express clear, scriptural teachings.

Section 2. Amendable Articles

Proposals to amend the amendable articles of this Constitution shall be submitted in writing to the church council for study and recommendation. The council is responsible to present such proposals to the congregation at a voters' meeting. Public notice shall be given to the congregation at least two (2) consecutive Sundays immediately prior to the voters' meeting at which the proposal will be discussed. A two-thirds vote of the voting members present shall be required to pass such an amendment.

BYLAWS

ARTICLE 1. INSTRUCTIONAL MATERIALS

All hymnals, textbooks, and instructional materials used by this congregation shall conform to Article II of this Constitution, or be subject to review.

ARTICLE 2. USE OF CHURCH FACILITIES

All arrangements for the use of the church facilities must be made according to regulations established by the Church Council.

ARTICLE 3. MUSIC REGULATIONS

All renditions of music, instrumental or vocal, for any service, regular or special, must be given by Lutherans in fellowship with the congregation. The music to be rendered must be approved by one of the Ministers.

ARTICLE 4. CONGREGATIONAL MEETINGS (VOTERS' MEETINGS)

Section 1. Annual Business Meeting

An annual business meeting shall be held at 7:00p.m. on the fourth Tuesday of June. All regular meetings must be announced in print one month immediately preceding the meeting.

The Church Council is authorized to change the date and/or time of any business meeting with the usual proper notification one month immediately preceding the meeting.

Section 2. Quorum

The voting members present at a properly-announced meeting shall constitute a quorum. In all matters not already decided by the Word of God, the majority rules except in extraordinary financial decisions which would commit the congregation to financial obligations apart from the budget or would dispose of congregational property. In those cases a two-thirds vote of voting members present is necessary for approval. Non-voting members of the congregation may also attend the congregational meetings, but without right to vote.

Section 3. Order of Business for Business Meetings

Each business meeting shall consist of:

- A. Opening Scripture reading and prayer;
- B. Approval of minutes;
- C. Report of treasurer;
- D. Called Workers' reports
- E. Admission of new members and termination of membership;
- F. Reports of boards and committees and action thereon, unless such action be postponed by a vote of the congregation;
- G. Unfinished business;
- H. New Business;
- I. Adjournment;
- J. Closing prayer.

Section 4. Special Meetings

Special congregational meetings may be called by the Church Council or upon written request to the Congregational President, signed by at least twenty (20) voting members of the congregation. All special congregational meetings and their purpose shall be announced at least one weekend in regular services and in the church bulletin not less than five (5) nor more than twenty (20) days before the date of the meeting, and shall be confined to the matter for which the meeting has been called. All other matters shall be handled in regular meetings.

Section 5. Rules of Order

The rules contained in Robert's Rules of Order, Revised govern the congregational meetings to the extent that they are in harmony with Christian love and serve the purpose of the congregational meetings, and are not inconsistent with the Constitution and Bylaws of the congregation.

Section 6. Admonitions

No one shall bring before the congregation a complaint against any member or against a called worker unless he/she has admonished him/her in a Christian manner according to Matthew 18:15-20.

ARTICLE 5. INFORMATIONAL MEETINGS

Informational meetings for discussion of church-related matters may be called by the Church Council or by a written request to the Congregational President signed by at least twenty (20) voting members of the congregation. No official action may be taken at such informational meetings.

ARTICLE 6. RIGHT TO HOLD OFFICE

Only voting members of this congregation who are in good standing shall be eligible to be Officers or Board Members in the congregation.

ARTICLE 7. ELECTION OF OFFICERS AND BOARD MEMBERS

The election of Officers and Board Members shall be by ballot at the annual meeting. The Treasurer shall be elected for two (2) years in the even-numbered years and the Secretary shall be elected for two (2) years in the odd-numbered years. The President-Elect shall be elected each year. He shall hold this position of President-Elect for one (1) year, and then become the President for one (1) year. The term of office for all board members shall be three (3) years.

ARTICLE 8. RIGHT TO VOTE

All male communicant members who have reached the age of eighteen (18) are considered voting members (see Constitution, Article VI) and have the right to vote at voters' meetings.

ARTICLE 9. DUTY OF VOTING MEMBERS

It shall be the duty of every voting member, if at all possible, to attend all congregational meetings. By failing to attend a meeting, a member waives the right of casting his vote at such a meeting.

ARTICLE 10. INSTALLATION OF OFFICERS, BOARD MEMBERS, AND USHERS

The term for newly-elected Officers, Board Members, and Ushers shall begin after the *June* annual meeting, with the date of installation to be set at the discretion of the church council.

ARTICLE 11. TERM OF OFFICE FOR OFFICERS AND BOARD MEMBERS

The Officers of the congregation shall each serve a two (2)-year term. The Officers of the congregation may not serve successive terms in the same office, with the exception of the Treasurer who may be elected a successive term. Board Members shall each serve a three (3)-year term and may serve one successive term. All Officers and Board Members whose term has expired, shall not be eligible to serve as an Officer or Board Member for one (1)-year.

ARTICLE 12. VACANCIES

Vacancies in any elective office of the congregation, other than President, caused by death, resignation, or removal from office (see Article XII) shall be filled by an appointment of the Church Council. Such appointee shall serve until the vacancy is filled by an election. The appointment to fill such vacancy for the unfilled term shall be ratified at the next congregational voters' meeting.

ARTICLE 13. PRESIDENTIAL SUCCESSION

In case of the removal of the President from office, or his death, resignation, or inability to discharge the powers and duties of his office, the duties of the office shall devolve on the President-Elect. In the event of removal, death, resignation, or inability of both the President and President-Elect, the Church Council shall declare which member of the Church Council shall serve as President. This person shall serve until the disability is removed or a President shall be elected as provided in Article 12.

ARTICLE 14. OFFICERS OF THE CONGREGATION

The Officers of the Congregation, also known as the Executive Committee, shall be a President, a President-Elect, a Secretary, and a Treasurer.

Section 1. The President

It shall be the duty of the President:

- A. to be the Presiding Officer at all congregational and Church Council meetings; the President is entitled to vote along with the other members of the congregation or Council on any issue at the time of the voting; he shall also be entitled to sit, without right of vote, with any board or committee of the congregation or Church Council;
- B. to present the agenda to those in attendance at the meeting and to provide an opportunity for additions to the agenda from those present;
- C. to present to those in attendance all motions made and seconded, and have them vote upon such motions. If there is a tie vote, the group should revote, and then if there is still a tie, the President shall decide the manner in which the tie shall be broken (draw straws, pull name from a hat, etc.);
- D. to maintain order at the meetings according to the Article 4, Section 5 of the Bylaws;
- E. to be responsible for making the decision for the postponement of a congregational meeting or Church Council meeting if there are extenuating circumstances;
- F. to appoint as *the Nominating Committee all out-going members of the Church Council; such duties to commence six months before their*

terms expire according to Article VIII of this Constitution, and Article 17, Section 2 of the Bylaws;

- G. to appoint a three-member financial review subcommittee shortly after the annual business meeting according to Article 17, Section 3 of the Bylaws;
- H. to see that the responsibilities of all the boards and committees are implemented as directed by the congregation, communicating with Board Chairmen early in the business year in order to coordinate these activities;
- I. to sign contracts and other legal documents directed to be executed by the congregation; and
- J. to conduct all congregational business and legal affairs according to established good order.

Section 2. The President-Elect

It shall be the duty of the President-Elect:

- A. to perform the duties and have the powers of the President in the absence of the President;
- B. to assist the President in the performance of his duties when the President shall deem it necessary. (The President may delegate his own power and authority to the President-Elect for the performance of a given task, but the responsibility remains with the President.);
- C. to serve as the contact person between the service organizations/activity groups and the Church Council or congregation, attending meetings of these groups if requested; and
- D. to serve as the contact person between the congregation and the synod, carrying information to and from the synod through the appointed communicator for our area.

Section 3. The Secretary

It shall be the duty of the Secretary:

- A. to keep accurate minutes for each congregational and Church Council meeting. These minutes shall remain unofficial until the next meeting when they shall be presented for approval, changed if necessary, and then voted on to become official;
- B. to provide a register at the beginning of each congregational meeting for the signature of all the voting members present. He shall ask that every voting member in attendance sign his name to the register, thereby constituting a written roll call for that meeting. For each Church Council meeting he shall record the names of the members present as part of the minutes of that meeting.

- C. to provide the office secretary with a summary of each congregational and Church Council meeting for publication and distribution in the next bulletin;
- D. to distribute within ten (10) days after the congregational and Council meetings the unofficial minutes to the members of the Council and to the Ministers, to be examined for accuracy;
- E. to make available to the congregation within 10 days after the Council meeting following the congregational meeting the unofficial minutes of that congregational meeting;
- F. to be Chairman of the Audit Committee. (This refers to the secretary in office for the year being reviewed.);
- G. to see to it that the official minutes of Church Council and congregational meetings are published for the congregation; and
- H. to carry on any correspondence as directed by the Church Council and/or congregation.

Section 4. The Treasurer

It shall be the duty of the Treasurer:

- A. to make sure that bills and obligations are paid as have been allowed by the congregation;
- B. to be responsible for the accounting of all the congregational moneys;
- C. to submit his books to the Audit Committee at the end of each fiscal year, to meet with and be a resource person to the Audit Committee;
- D. to make available a printed financial report at each Council meeting, including all current receipts and disbursements;
- E. to present a printed annual financial report at the annual meeting; and
- F. to countersign, as necessary, all contracts and legal documents.

Section 5. The Executive Committee

The Executive Committee is comprised of the President, President-Elect, Secretary, and Treasurer. It shall be the duty of the Executive Committee to draw up an agenda for the Council and congregation meetings which includes all items of business and to publish a summary of the agenda for each congregational meeting in the church bulletin on the weekend preceding the meeting.

ARTICLE 15. CHURCH COUNCIL

Section 1. Personnel

The voting members of the Church Council shall consist of the Executive Committee, and *the Chairman* from each of the *five(5)* boards, each of whom has one vote. A quorum of five (5) of the voting members is necessary to conduct

business. The *male called staff* shall be present at Council meetings as non-voting members of the Council. Other members of the congregation may also attend the Council meetings, but without right of vote.

Section 2. Authority

The Church Council has no authority other than that conferred upon it by the congregation and this Constitution. The congregation is the policy-making body and the Church Council and the Boards are the policy-implementing bodies. (See Article VII.)

Section 3. Duties

It shall be the duty of the members of the Church Council to:

- A. review, coordinate, correlate, and expedite the work of the boards;
- B. monitor the expenditures of the congregation and make adjustments when deemed necessary within the limits of the total budget;
- C. approve all membership changes, in-coming and out-going (with the exception of those which require a unanimous vote at a voters' meeting—see Article VI, Section 4), upon recommendation of the pastors through their monthly report, and to present a summary of such action to the congregation for its ratification at the next business meeting;
- D. fill vacancies with temporary appointments (see Article 12);
- E. communicate with the congregation as a whole when items of general concern are involved;
- F. conduct congregational informational meetings as deemed necessary or as requested in accordance with Article 5 of the Bylaws.

Section 4. Meetings

The Church Council shall meet once a month and at least one day before each announced business meeting. The members of the Council shall set the time and place of the council meetings. All regularly-scheduled meetings of the Council shall be announced in print in the church bulletin of the preceding weekend. The Council may forego a meeting, but it must hold a meeting prior to the business meeting. It may not skip a meeting without the approval of the President. The Secretary shall note in the minutes any changes/exceptions in meeting times or dates.

Special meetings of the Church Council may be called by the President and three members of the Council or by written request to the Congregational President, signed by at least six (6) voting members of the congregation. All

special Council meetings must be confined to the matter for which the meeting has been called. All other matters must be handled at the regular meetings.

ARTICLE 16. CHURCH BOARDS

Section 1. Procedures for all Church Boards

- A. Overview - The congregation shall maintain *five (5)* authoritative church boards. “Authoritative” refers to decision-making bodies within the congregation. All members of authoritative bodies must be voters. These boards are:
1. *Family Nurture*
 2. *Outreach*
 3. *Spiritual Growth*
 4. *Support*
 5. *Worship*
- B. Responsibilities/Duties - These *five (5)* authoritative boards are responsible to implement the policies of the congregation as they relate to the area specified in the duties listed below. Each board shall be responsible for a number of *Ministry Teams* as described below. If a board feels it needs to establish a *Task Force* to help with its work, it may do so. Such a *Task Force* is responsible to the board which established it, and should be dissolved when its work is complete as determined by the establishing board.
- C. Reports and Resolutions to be presented to the Council and Congregation - The boards are responsible to report their activities to the Church Council and to the congregation. Board resolutions shall be presented to the Church Council for approval, and then to the congregation, if deemed necessary by the Council.
- D. Selection of Board Officers - All boards shall elect a chairman from their midst, whose duty it shall be to preside over all meetings of the board. They shall also elect a secretary, if one is needed. All members of each board shall attend meetings of that board and make reports from the *Ministry Teams* for which they are responsible as described in responsibilities of the board.
- E. Frequency of Meetings - All boards shall meet at least bimonthly, and at least one day before church council meetings, in order to transact business and to prepare a report for the council meeting. A board may schedule additional meetings at their discretion or omit a bimonthly meeting with the approval of the congregational president.

- F. Number of Members - All boards shall consist of *at least* three (3) members elected from among eligible voters. Vacancies which occur in the membership of any board shall be promptly filled by appointment by the church council. Those vacancies filled by appointment by the council, and which term has not expired, shall be filled by election at the next congregational voters meeting.
- G. Membership of the Boards - Boards consist of the regularly-elected members. The ministers and the president of the congregation are considered ex-officio members of each board. Ex-officio members have the right to attend board meetings in an advisory capacity, but not the right to vote. At least one Minister/*Staff Minister* shall be invited to each board meeting so that they may keep informed and give guidance to the affairs of the congregation.
- H. Long-Range Planning - each board and standing committee is to formulate a long-range plan for its respective area of responsibility. This plan is to be coordinated with the Executive Committee at least once a year.

Section 2. Organization of Boards

- A. Each board shall be responsible for *areas of ministry assigned by the Church Council and are free to establish ministry teams and task forces as needed.*
- B. *Each board shall appoint Coordinators (Facilitators) from the confirmed membership of St. Paul's to gather teams or task forces and accomplish specific ministry within a board's area of responsibility. Coordinators may be women as well as men, unless it is a position that involves exercising authority over men. Coordinators serve annual terms that are renewable, without limit, by mutual agreement with their supervising board.*

Section 3. Responsibilities of Boards

- C. *Family Nurture Board shall be responsible for:*
 - a. *Family Ministry by recruiting an individual to coordinate efforts to enhance parenting skills and marriage relationships in the home by providing useful resources and scheduling beneficial events.*
 - b. *Childcare by recruiting an individual to schedule childcare during worship and other events as needed or requested.*
 - c. *Children's Ministry by recruiting an individual to coordinate programs for our pre-confirmation children such as Sunday*

School, Cradle Roll, Vacation Bible School, Pioneers, camps, etc.

- d. *Teen Ministry by recruiting an individual to coordinate opportunities for spiritual growth, service, and fellowship for teens.*
 - e. *Collegiate Care by recruiting an individual to keep in contact with and nurture young adults (not including those served by The Beacon) who are away at school.*
 - f. *Jesus Loves Me Learning Center Ministry by appointing a team, which includes the director, to promote and operate the Jesus Loves Me Learning Center and bring proposals (e.g. budget and policy) to the attention of the Family Nurture Board and/or Church Council for approval.*
 - g. *Group Ministry by measuring their effectiveness to involve members and acquaint visitors with the congregation. The Board shall encourage the dissolution of groups that are no longer effective and the creation of new groups for the sake of unattached segments of the membership.*
 - h. *Event Ministry by measuring their effectiveness to involve members and acquaint visitors with the congregation. The Board will encourage the dropping of ineffective events and the creation of new events that celebrate God's blessings.*
 - i. *Risen Savior Lutheran Elementary School by promoting it to the St. Paul's membership and serving as liaison between Risen Savior School Board and St. Paul's Church Council.*
 - j. *Minnesota Valley Lutheran High School by promoting it to the St. Paul's membership and providing delegates for the MVL Association.*
- B. *Outreach Board shall be responsible for:*
- a. *Member Witness by recruiting an individual to encourage and assist members to tell people about Jesus in their day to day lives by arranging for training sessions, discussion groups, seminars, and providing resources.*
 - b. *Public Relations by recruiting an individual to make local residents aware of our congregation's ministries through whatever means and media available, striving to create for our church a positive image in the community.*
 - c. *Prospect Discovery by recruiting an individual to develop strategies and coordinate efforts for discovering unchurched prospects within the community (e.g. canvassing, new resident outreach, special events to which the community is invited, ministry to people in need, etc.).*

- d. *Prospect Nurture by recruiting an individual to build and manage the prospect file and to recruit and train people to stay in contact with prospects with the law/gospel message.*
- e. *Jesus Cares by recruiting someone to coordinate and promote the Jesus Cares Ministry.*
- f. *Shepherding by recruiting an individual to train and assign shepherds to actively assimilate new members into the St. Paul's family.*
- g. *Greeters by recruiting an individual to train and schedule Greeter Teams for regular and special worship services.*

C. *Spiritual Growth Board shall be responsible for:*

- a. *Bible Study by recruiting an individual to develop and promote Bible classes and small group Bible studies, encouraging and assisting members to conduct home devotions, and establishing a library of Bible study resources.*
- b. *A Core Curriculum for the purpose of developing lay Bible study leaders and training the general membership for works of service.*
- c. *Member Care by recruiting an individual to train and schedule visiting teams (including couples and women) to care for straying members with a series of planned contacts beginning as soon as members start to stray.*
- d. *Financial Stewardship by recruiting an individual (along with the WELS contact person) to provide an annual stewardship program, organize efforts to assist members in their desire to remember the Lord's work (local and synodical) in their estate planning, and make available to members financial management seminars and materials.*
- e. *A Library by recruiting an individual to establish a library of resources, including Bible study materials, and promote their use.*

A. *Support Board shall be responsible for:*

- a. *Communications by recruiting an individual to evaluate and make recommendations on how to enhance communications within the congregation (e.g. during worship and Bible study, among organizational units, between leaders and members).*
- b. *Family Serving Units by recruiting an individual to organize the efforts of the congregation to provide needed monthly services (e.g. serving for funerals, set up and clean up), which are not handled by other coordinating units.*
- c. *A Financial Secretary who is responsible for enlisting as many people as needed, all approved by the Church Council, to ensure accurate counting, recording, and deposit of offerings.*

- d. *Property and Facility by recruiting an individual to develop a plan and schedule for the maintenance needs of the congregation's properties (e.g. landscape, parking lot) and for the cleaning, repair, and replacement needs of the congregation's facilities, oversee the recruitment of teams or individual members to accomplish projects and, with the assistance of those who have needed expertise, conduct research and make informed recommendations on how best to proceed with unusual or major maintenance issues.*
 - e. *Special Needs by recruiting an individual to look for and appropriately address opportunities to provide care for those with special needs within the congregation and in our community (e.g. food pantry, sight and hearing impaired, victims of adversity, etc.).*
 - f. *Technology by recruiting an individual to track technological development and recommend use and funding for it in all areas of ministry.*
- A. *Worship Board shall be responsible for:*
- a. *Worship by recruiting an individual, with assistance from others, to seek input from members and guests about St. Paul's worship services, promote the enhancement of worship services, and pursue appropriate variety in worship styles.*
 - b. *Music by recruiting an individual to ensure that organists, instrumentalists, choirs, and soloists are coordinated in the worship schedule and that people with musical gifts are encouraged to use them.*
 - c. *Worship Involvement by recruiting an individual to ensure that biblically appropriate roles are offered to enhance member participation (including youth) in worship.*
 - d. *Transportation by recruiting an individual to match those who are willing to provide transportation (primarily to and from church) with those who need it, so more can participate regularly in worship, Bible study, and service opportunities.*
 - e. *Ushers by recruiting an individual to enlist, train, schedule, and supervise all ushers.*

ARTICLE 17. SUBCOMMITTEES OF THE COUNCIL

Section 1. Establishment and Responsibility of Subcommittees

- A. *The Audit Committee, Care Committee for Church Workers (called and hired), Endowment Fund Committee, and the Nominating Committee are constitutionally established and are responsible to the Church Council.*

- B. All other committees shall be established in accordance with Article 16 Section 1.B and be responsible to the *church council*.

Section 2. Nominating Committee

- A. The Nomination Committee shall consist of all elected members of the Church Council whose term is expiring in the coming year and shall be chaired by the outgoing Congregational President. These members shall serve a term of one year and shall present a slate of candidates for all vacant and expiring elected positions for the annual voters meeting. Elected positions which are vacated due to members relocating or resigning shall be addressed by this committee as the opening occurs. Candidates shall be nominated by this committee and confirmed to fill vacating positions by the Church Council. This confirmation shall exist until the coming voters meeting when the opening can be filled in due process. All nominees shall be contacted and provided a job description and/or summary of responsibilities; and must give their consent prior to being placed on the slate of candidates. Voting members of the congregation may add/nominate to the list prior to the vote at the annual meeting. Service on this committee shall not preclude its members from nomination to other elected positions.

Section 3. *Audit Committee*

The *Audit Committee* shall consist of three (3) persons: the congregational secretary for the year being reviewed as chairman, plus two (2) more members of the congregation to be appointed by the *chairman*. This *Audit Committee* shall examine the treasurer's books and the endowment fund's books or cause them to be reviewed annually, and make its report to the congregation at the annual meeting. The treasurer of the records being examined shall meet with and be a resource person to the committee.

Section 4. *Care Committee for Church Workers (called and hired)*

The Care Committee for Church Workers shall consist of the President-Elect, who will chair the group, and at least (3) other persons of his choosing. Their primary goal is to support, encourage, and care for each of the members of St. Paul's called and hired staff and their families. They will do this by interviewing each worker at least once annually, upon request, and at the end of their service time.

Section 5. *Endowment Fund Committee*

The Endowment Fund Committee shall consist of three (3) persons appointed by the Church Council. The Endowment Fund Committee shall carry out responsibilities as defined in Article 21 of these bylaws.

Section 6. Special Committees and Subcommittees

In accordance with Article 16. Section 1.B., boards may establish subcommittees for special purposes according to need. These subcommittees shall be responsible to the establishing board. The terms of all subcommittees shall be set at the time of their establishment and shall be dissolved when their work is complete. All necessary budget requests for these subcommittees shall be made from the overseeing board.

ARTICLE 18. CONGREGATIONAL DELEGATES

At the annual meeting, the congregation shall elect a delegate and an alternate whose duty it shall be to attend appropriate synodical, district, Mankato Conference, and Belle Plaine Lutheran Home Association meetings to represent the interests of our congregation.

By the time of the annual meeting, the Family Nurture Board shall appoint the appropriate number of delegates to the Minnesota Valley Lutheran High School Association. The term is three (3) years.

The delegates are responsible to provide a brief summary of the proceedings of such meetings to the congregation.

ARTICLE 19. ORGANIZATIONS AND GROUPS

Organizations and groups may be formed as desired by the congregation. Each organization and group, however, must be in complete agreement with the purpose and objectives of the congregation and is subject to the authority of the church council. No new organization or group may be organized within the congregation without the approval of the Church Council.

Organizations and groups are to use the President-Elect as the contact person for the Church Council and congregation. Each organization shall have a male called worker as an ex-officio member of the group.

ARTICLE 20. CONVERSION OF DONATED PROPERTY

All property that St. Paul's decides to accept shall be sold immediately unless it is determined by the congregation that the item(s) should be kept to help the church accomplish its purpose. Proceeds shall flow into St. Paul's Unified Budget unless otherwise requested by the donor. Gifts shall be received according to IRS regulations. Procedures for converting donated property are:

- A. All homes and land shall be sold as soon as possible after St. Paul's takes possession. All homes and land shall be appraised by a State of Minnesota licensed and FHA approved appraiser. The property shall be offered to members of St. Paul's and if feasible to members of other Wisconsin Evangelical Lutheran Synod congregations by sealed bid. If highest bid does not exceed 90% of the appraised value it shall be sold at public auction or other appropriate method. The proceeds from all sales, unless designated by the donor, will be used by the congregation as decided by the voters. The Church Council shall develop, in consultation with all boards, recommendations for the proceeds.
- B. All crops and livestock given to St. Paul's shall be sold immediately at market value. The proceeds shall flow directly into St. Paul's Unified Budget Account unless otherwise requested by the donor; the recording of these gifts shall be done according to IRS regulations.
- C. All stocks and bonds given to St. Paul's will be sold immediately at market. The proceeds will flow directly into St. Paul's Unified Budget account unless otherwise requested by the donor. The total amount of the sale, including sales cost, shall be credited to the members giving account according to IRS regulations.
- D. All business inventory given to St. Paul's shall be items the congregation can put to use in its daily operations. All gifts of this type shall be received according to IRS regulations.

ARTICLE 21. Faith-Filled Funds for the Future: 4F Fund

Section 1. Purpose

The congregation shall have a 4F Fund Committee to receive and administer bequests, estates, insurances, and other assets in an orderly way, to provide earnings for the work of the church, and to promote the 4F Fund.

Section 2. General Principles

- A. All gifts to the Church and the 4F Fund, whether gifts of money or otherwise, are irrevocable;
- B. No gift may be returned to a donor unless, after review of the facts of the gift, the 4F Fund Committee concludes that the gift was made because of the donor's mistake or because it was not specifically accepted.
- C. Requests from donors to remain anonymous will be respected.

- D. Special Exceptions. The voters' assembly shall have the power to create exceptions to Bylaw Article 21 on a case-by-case basis, provided the specific reasons and condition of the exceptions are documented. However, such exceptions are not encouraged.
- E. The 4F Fund Committee will keep a log of accepted gifts. Such a log would include appropriate gift information, such as:
 - a. Description of gift
 - b. Date received
 - c. Donor name(s)
 - d. Purpose (sell, hold, use in kind, etc.)
 - e. Specific conditions of the gift, if any
 - f. How the gift was acknowledged

Section 3. Policies

- A. The 4F Fund shall be administered by the 4F Fund Committee under the auspices of the Church Council.
- B. The principal or corpus of the funds shall be invested and shall be used or pledged for collateral only in the event of a catastrophe or dire emergency by decision of a two-thirds majority vote at a legally called voters' meeting.
- C. By definition, the 4F Fund shall have two sub-categories: Endowment and Trust.
 - a. Endowment
 - i. Dedicated fund of which only the income (dividends or interest earned on an investment) and growth (capital appreciation or capital gain of an investment) can be used.
 - ii. The 4F Fund Committee shall recommend creation of specific endowment sub-funds and prepare a written statement of purpose and rules for each sub-endowment fund. Each sub-fund, including the statement of purpose and rules, shall be approved by a majority of voters at a congregational meeting.
 - b. Trust
 - i. Dedicated fund of which the income, growth, and principal can be used at the discretion of the voters.
 - ii. The 4F Fund Committee shall recommend creation of specific trust sub-funds and prepare a written statement of purpose and rules for each trust sub-fund. Each fund, including the statement of purpose and rules, shall be approved by a majority of voters at a congregational meeting.

- D. The income, growth and (in the case of Trusts) principal from the 4F Fund shall be used for church projects apart from the operating budget of St. Paul's Evangelical Lutheran Church and Risen Savior Lutheran School.
- E. Designated offering vs. non-designated offering
 - a. If the intention of the donor to benefit a special fund or a special purpose is clearly expressed, the gift will be credited to that fund or purpose, subject to the further requirements herein;
 - b. If the donor (or donor's proxy or personal representative) has not designated the gift be used for a specific purpose or fund, the gift will be credited to the 4F Fund - Matching Trust Fund.
 - c. Any undesignated gifts to the 4F Fund shall not be directed to a sub-fund other than the Matching Trust Fund without recommendation and acceptance by the 4F Fund Committee and the Church Council.

Section 4. Duties of the 4F Fund Committee

- A. The 4F Fund Committee shall receive and administer gifts, bequests, wills, estates, etc., from any individual, or corporation, or organization or from any other source in cash or in other property acceptable to them on behalf of St. Paul's Lutheran Church for the 4F Fund.
- B. Information regarding any such gifts or intended gifts shall be forwarded to the 4F Fund Committee the same day it is presented to St. Paul's staff or leadership as an intention or option.
- C. The 4F Fund Committee shall have responsibility for investing the available assets of the fund; the committee shall maintain accounts with such financial institutions as it may by resolution authorize.
- D. The 4F Fund Committee shall maintain complete and accurate books of records and may employ such professional help as it deems necessary. All funds and property shall be kept and maintained separate, distinct, and independent from the funds and property otherwise belonging to the congregation. The 4F Fund Committee shall in no event be required to make physical segregation of the assets of the 4F Fund in order to conform to the directions of any individual donors. The 4F Fund Committee shall maintain separate records for each of the established funds, allocating income and expenses appropriately.
- E. The 4F Fund Committee, at each annual meeting of the congregation, shall render a full and complete account of the administration of the 4F Fund of

- the preceding year and the investment strategy to be used in the coming year. The 4F Fund's books shall be audited annually in a timely manner.
- F. At all times, more than one signature shall be required to authorize disbursements. Funds disbursed from the 4F Fund will require two signatures from those so authorized by the congregation or church council.
 - G. The 4F Fund Committee shall inform the members of the congregation about the 4F Fund and estate planning. The 4F Fund Committee shall encourage the congregation to make use of planned giving counselors and others with expertise for advice in the areas of charitable giving, wills, bequests, insurance, etc.

Section 5. Administering the 4F Fund

- A. The 4F Fund Committee shall annually determine the fund earnings, including capital gains, which are available for distribution, and the 4F Fund Committee shall present its disbursement proposals annually to the congregation for approval.
- B. Donations and investment earnings shall accumulate until \$100,000 balance is reached by the amalgamated sub-funds of the 4F Fund (both Endowment and Trust categories) before grants are made.
- C. To preserve the purchasing power of the fund while providing financial resources for current operations, there will be a distribution formula used.
- D. 4F Fund Sub-committee
 - a. The 4F Fund Committee may ask other members of the congregation to serve as members of the 4F Fund subcommittee as need arises.
 - b. The 4F Fund subcommittee shall maintain complete and accurate minutes of all meetings at which the 4F Fund is discussed. A copy of these minutes shall be supplied to the 4F Fund Committee.
- E. No member of the 4F Fund Committee or 4F Fund subcommittee shall engage in any self-dealing or transactions with the Funds in which the member has direct or indirect financial interests and shall at all times refrain from any conduct in which a personal interest would conflict with the interest of the fund.
- F. The members of the 4F Fund Committee or 4F Fund subcommittee shall not receive any compensation, but shall be reimbursed from the earnings of the 4F Fund for expenses reasonably incurred.

Section 6. Powers of the 4F Fund Committee in Administering the Fund

In the administration of this 4F Fund, the 4F Fund Committee shall have all power and authority necessary to carry out the purposes of the funds in accord with the policies adopted by the voters of the congregation, including, but not limited to, the following powers and authority on behalf of St. Paul's Evangelical Lutheran Church:

- A. To take, have, hold, sell, exchange, rent, lease, transfer, convert, invest, divest, reinvest, and in all other respects to handle and manage and control the 4F Fund, or any part thereof, as they in their judgment and discretion shall deem wise and prudent;
- B. To temporarily retain any property in the form in which received (cf. Bylaws, Article 20); to invest or reinvest the funds or assets herein, or any portion thereof, as they shall deem wise and prudent, including common or preferred stocks, bonds, debentures, mortgages, notes, or other securities, investments, which they in their discretion may select or determine, and including, without limitations, savings deposits of any bank, mutual savings bank, federal home loan bank or savings and loan association, or in the Wisconsin Evangelical Lutheran Synod Church Extension Fund or other funds, or in any common trust fund, mutual fund, or any like fund subject to the usual standards of prudence required by trustees of similar funds;
- C. To register or receive the income, earnings, profits, rents and proceeds of the 4F Fund (and to collect and issue receipt for the same) and authorize or pay all administrative and necessary expenses in connection with them. The expenses are to be paid from the 4F Fund's earnings;
- D. To make, execute and deliver all instruments necessary for or proper for the accomplishment of the purposes of the St. Paul's Evangelical Lutheran Church 4F Fund or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, assignments, conveyances, contracts, purchase agreements, waivers, releases, and settlements;
- E. To determine what is principal and income according to accounting procedures;
- F. To hold investments in the name of the St. Paul's Evangelical Lutheran Church 4F Fund on behalf of the congregation and to authorize or sign checks or necessary documents on behalf of the congregation for furtherance of the 4F Fund's purposes; and
- G. To employ and reasonably compensate from the 4F Fund earnings accountants, agents, and attorneys to assist and advise in the execution of the 4F Fund, without liability for their omissions or neglect, but using

reasonable care in their selection, and to rely on the advice of the persons so employed.

Section 7. Liability of the 4F Fund Committee in Administering the Fund

The 4F Fund Committee nor 4F Fund subcommittee shall not be liable for any losses which may be incurred upon the investments of the 4F Fund except to the extent that such losses shall have been caused by bad faith or gross negligence on the part of the Committee members. No member shall be personally liable as long as he or she acts in good faith and with ordinary prudence in discharging their duties. Each Committee member shall be officially liable only for willful misconduct or omissions in bad faith. No Committee members shall be liable for the acts or omissions of any other Committee members, or of any accountant, agent, attorney, or custodian selected with reasonable care.

Section 8. Tax Exemption

Any gifts given to the 4F Fund, as well as all income derived there from, shall be used exclusively for religious, charitable, and educational purposes in accordance with Section 501(c)3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. This 4F Fund is created and shall be operated exclusively for church purposes. No part of the income or property of this fund shall inure to the benefit of or be distributable to any member, director, or officer of the church or to any other private person, except that the Church Council is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the 4F Fund shall be the carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the 4F Fund shall (a) not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) do any act which would render contributions to the fund

non-deductible under Section 170(c)2 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 9. Dissolution

This 4F Fund or its sub-categories or sub-accounts may be dissolved in accordance with the laws of the State of Minnesota upon approval by a majority of the voters. Upon dissolution of this 4F Fund or its sub-categories or sub-accounts, and after the payment of all liabilities, obligations, costs, and expenses incurred by these funds, any remaining assets shall be distributed to such entities organized and operated exclusively for one or more purposes described in Sections 170(c)2 and 501(c)3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

St. Paul's Evangelical Lutheran Church has every intention of using the 4F Fund, its sub-categories and sub-accounts as set forth in these Bylaws; however, it does recognize that with the passage of time and changing circumstances, there may be a time when it is not feasible to utilize the sub-accounts as intended. Should that situation develop, St. Paul's Evangelical Lutheran Church or its successors in interest shall then be free to make such other use of the income and principal as is consistent with the charitable and religious purpose of the church in accordance with provisions of the laws of the State of Minnesota and preserving the principal of those gifts designated to be perpetual, carrying out the donor(s)' wishes as carefully as is practical or possible.

ARTICLE 22. AMENDMENTS TO THE BYLAWS

Proposals to amend the Bylaws of this Constitution shall be proposed by a minimum of three voting members and submitted in writing to the Church Council for study and recommendation. The council is responsible to present such proposals to the congregation at a voters' meeting. Public notice shall be given to the congregation at least two (2) consecutive weekends prior to the voters' meeting at which the proposal will be discussed. A two-thirds vote of the voting members present shall be required to pass such an amendment.

END BYLAWS

