

**CONSTITUTION AND
AMENDED AND RESTATED BY-LAWS OF
FIRST LUTHERAN CHURCH IN SIOUX FALLS, SOUTH DAKOTA**

***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 By-Laws and solemnly pledge ourselves to be governed by their provisions. In the name of the Father and of the Son and of the Holy Spirit.

Chapter 1.

NAME AND INCORPORATION

- 1.01. The name of this corporation shall be First Lutheran Church in Sioux Falls, South Dakota.
- 1.02. The principal office of the corporation shall be located in the City of Sioux Falls, County of Minnehaha and State of South Dakota.
- 1.03. The corporation's registered office shall be 327 S. Dakota Avenue, Sioux Falls, South Dakota 57104, and the corporation shall maintain a registered agent whose office is identical with the registered office as required by the South Dakota Non-Profit Corporation Act.
- 1.04. For purposes of this Constitution and By-Laws, the First Lutheran Church in Sioux Falls, South Dakota is hereinafter designated as "the Congregation."

Chapter 2.

CONFESSION OF FAITH

- *2.01. This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- *2.02. 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.
- *2.03. 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.
- *2.04. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- *2.05. 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.
- *2.06. This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Chapters and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- *2.07. This congregation confesses the Gospel, recorded in the Holy Scripture and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Chapter 3.

NATURE OF THE CHURCH

- *3.01. 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.
- *3.02. This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.
- *3.03. 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.
- *3.04. This church, inspired and led by the Holy Spirit, participates in The Lutheran World Federation as a global communion of churches, engaging in faithful witness to the gospel of Jesus Christ and in service for the sake of God's mission in the world.
- *3.05. The name Evangelical Lutheran Church in America (ELCA or "this church") as used herein refers in general references to this whole church, including its three expressions: congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

Chapter 4.

STATEMENT OF PURPOSE

- *4.01. 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.
- *4.02. 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, 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.

*4.03. 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.
- *4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Church Council shall prepare descriptions of the responsibilities of each board, committee, task force, or other organizational group and shall review their actions.
- *4.05. This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.
- *4.06. 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.

Chapter 5.

POWERS OF THE CONGREGATION

- *5.01. The powers of this congregation are those necessary to fulfill its purpose.
- 5.01.01. This Congregation shall have all of those powers granted to it under and pursuant to SDCL Chapter 47-22.
- *5.02. The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- *5.03. Only such authority as is delegated to the Church 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 a minister of Word and Service;
- d. terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America;
- e. adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
- f. approve the annual budget;
- g. acquire real and personal property by gift, devise, purchase, or other lawful means;
- h. hold title to and use its property for any and all activities consistent with its purpose;
- i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- j. elect its officers and members of the Church Council, Executive Committee and boards and require them to carry out their duties in accordance with the constitution and bylaws; and
- k. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.

*5.04. This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the South Dakota Synod of the Evangelical Lutheran Church in America.

Chapter 6.

CHURCH AFFILIATION

*6.01. This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the South Dakota Synod of the

Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.

- *6.02. 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.
- *6.03. 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 roster of Ministers of Word and Sacrament 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 Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastoral services with a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
 - d. This congregation agrees to consider ministers of Word and Service 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.
- *6.04. 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 *6.05.

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

- a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds vote of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the Church Council. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
- b. The secretary of the congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod and the congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the synod of the notice as specified in paragraph b. above.
- d. If the congregation, after such consultation, still seeks to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the meeting shall be mailed to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
- e. A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall

be terminated subject to paragraph g. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church.

f. Notice of termination shall be forwarded by the bishop to the secretary of the ELCA, who shall report the termination to the Churchwide Assembly.

g. This congregation shall abide by these covenants by and among the three expressions of this church:

- 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in *6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
- 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *6.05., to receive synodical approval before terminating their membership in this church.
- 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.

h. If this congregation fails to achieve the required two-thirds vote of voting members present at the congregation's first meeting as specified in paragraph a. above, another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If this congregation fails to achieve the required two-thirds vote of voting members present at the congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of *6.05. and may begin no sooner than six months after that second meeting.

*6.06. 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.

- *6.07. If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action.

Chapter 7.

PROPERTY OWNERSHIP

- *7.01. If this congregation ceases to exist, title to undisposed property shall pass to the South Dakota Synod of the Evangelical Lutheran Church in America.
- *7.02. 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.
- *7.03. If two-thirds of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in *C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the South Dakota Synod.
- *7.04. If two-thirds 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 *6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

Chapter 8.

MEMBERSHIP

- *8.01. 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.
- *8.02. 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 as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
 - d. Associate members are persons holding membership in other Lutheran congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
 - e. Seasonal members are voting members of other ELCA congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Church Council may grant seasonal membership to such persons provided that this congregation is a member of a synod

where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:

- 1) they shall not be eligible for elected office in, or for membership on the Church Council or on a call committee of, this congregation;
- 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
- 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with the ELCA;
- 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
- 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
- 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.

*8.03. All applications for confirmed membership shall be submitted to and shall require the approval of the Church Council.

*8.04. 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.

*8.05. Membership in this congregation shall be terminated by any of the following:

- a. death;
- b. resignation;

- c. transfer or release;
- 8.05.01 1. Members who move away shall be encouraged to transfer. Any confirmed member in good standing desiring to change his confirmed membership to another Lutheran Church shall, upon request, be entitled to a letter of transfer.
- d. disciplinary action in accordance with ELCA constitutional provision 20.41. and the accompanying bylaws; or
 - e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.
- 8.05.02 1. Any confirmed member who, in the judgment of the Executive Committee with concurrence of the Church Council, reveals indifference toward attending church services, or fails to partake of Communion and fails to contribute to the congregational treasury according to the Congregation's records for a period of two (2) years shall be presumed no longer to desire membership, shall lose the right to vote, and shall not be counted in the membership statistics of the Congregation. However, the member's name and records shall be kept on an inactive membership list for a period of five (5) years thereafter. Such a person shall be encouraged to participate in the congregational life or to seek release for membership elsewhere. If the member resumes activity within the five (5) year period, such member shall be restored to the active membership; if not, the member shall be dismissed from the Congregation and notified accordingly, where possible.
- 8.05.03 f. Members who have been dismissed, or who have resigned, and members who have transferred to other Lutheran congregations, or who are definitely known to have become members of other congregations without transfer, shall thereby have lost membership in this Congregation and all rights appertaining thereto.

Such persons who have been removed from the roll of members shall remain persons for whom the Church has a continuing pastoral concern.

Chapter 9.

ROSTERED MINISTER

- *9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a call committee elected by the Church Council to recommend the call, shall seek the advice and help of the bishop of the synod.
- 9.01.01. The Church Council shall establish a Call Committee whose responsibility shall be to recruit and recommend Pastor(s) to be called by the Congregation. The Call Committee shall consult with and obtain a recommendation from the Senior Pastor for candidates to serve as Pastors other than the Senior Pastor. The Call Committee shall consult with the Bishop of the Synod in carrying out its activities.
- 9.01.02. The Call Committee after selecting a candidate to recommend to the Congregation shall have the authority to call a special meeting of the Congregation for the purpose of considering the call of a Pastor. The prospective Pastor shall be approved for a call to the ministry of First Lutheran Church upon receiving the affirmative vote of two-thirds (2/3) of those present and voting at a regular or special meeting of the Congregation.
- *9.02. Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.
- *9.03. Consistent with the faith and practice of the Evangelical Lutheran Church in America,
 - a. Every minister of Word and Sacrament shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;

- 6) impart knowledge of this church and its wider ministry through distribution of its communications and publications;
- 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
- 8) 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 pastor with a congregational call shall, within the congregation:

- 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
- 2) relate to all schools and organizations of this congregation;
- 3) install regularly elected members of the Church Council;
- 4) with the council, administer discipline; and
- 5) endeavor to increase the support given by the congregation to the work of the ELCA churchwide organization and of the South Dakota Synod of the ELCA.

*9.04. 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.

9.04.01. The Church Council shall prepare, sign and send a letter of call on behalf of the Congregation to the Pastor elect. This call shall be in the form approved by the Synod and adopted by the Congregation and shall specify the salary benefits, terms of payments, vacation schedule, and the mutual duties and responsibilities of the Pastor and the Congregation. The Pastor shall be installed according to the usual practice of the Evangelical Lutheran Church in America or its successor. The Pastor shall direct the administration of the sacraments, instruct, comfort, admonish, and perform other responsibilities and duties normally associated with the pastoral office.

*9.05. The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:

a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by death or, following consultation with the synodical bishop, for the following reasons:

- 1) mutual agreement to terminate the call or the completion of a call for a specific term;
- 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
- 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions;
- 4) physical disability or mental incapacity of the pastor;
- 5) suspension of the pastor through discipline for more than three months;
- 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
- 7) termination of the relationship between this church and the congregation;
- 8) dissolution of the congregation or the termination of a parish arrangement; or
- 9) suspension of the congregation through discipline for more than six months.

9.05.01. 10) If in the judgment of the Church Council after careful consideration and consultation with the Bishop of the Synod the Senior Pastor is not able to serve effectively, he or she may be requested to resign. A request for the Senior Pastor's resignation shall require a two-thirds (2/3) majority vote of the Church Council and a two-thirds (2/3) majority vote by written ballot at a special congregational meeting. If the Senior Pastor's resignation has been requested in the manner specified herein, he or she shall vacate the office within ninety (90) days from the date of such meeting. Other Pastors on the staff may be requested to resign in the same manner as the Senior Pastor. The Senior Pastor may request the resignation of the other Pastors on the staff, and any such request shall be referred to the Church Council for its review and recommendation.

- b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Church 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 rostered ministers and one layperson.
- c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament as disabled. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of the congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to the congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by the congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, the congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop,

either (a) by a two-thirds 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 majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.

- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

*9.06. 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.

*9.07. 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 Church Council. The interim pastor and any rostered minister 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.

*9.08. 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.

*9.09. 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.

9.09.01. The Senior Pastor shall be the lead shepherd of the Congregation, and is expected to provide pastoral care and counsel for the overall spiritual health of the congregation including other members of the clergy, church staff, and the various ministries and missions of the Congregation. The Senior Pastor shall be a member with voting privileges of the Church Council and Executive Committee, and may serve as a non-voting ex-officio member of the Boards and committees of the Congregation and its auxiliary organization. The Senior Pastor is expected to provide the Congregation with vision and guidance for long range goals, policies and objectives, and shall make recommendations with respect to the make-up of

the staff, including the call process of other pastors. The Senior Pastor reports directly to the Executive Committee, of which he/she is a member, and to whom all staff and other pastors are also accountable.

- *9.11. With the approval of the bishop of the synod, the congregation may depart from *9.05.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 *9.05.a.
- *9.12. The pastor(s) of this congregation:
 - a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
 - b. shall submit a summary of such statistics annually to the synod; and
 - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- *9.13. 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.
- *9.14. 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.
- *9.21. Authority to call a minister of Word and Service shall be in this congregation by at least a two-thirds vote of voting 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 Church Council to recommend the call, shall seek the advice and help of the bishop of the synod.
- *9.22. Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synodical bishop may be called as a deacon of this congregation.

- *9.23. Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
- a. Be rooted in the Word of God, for proclamation and service;
 - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
 - c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
 - d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
 - e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
 - f. Practice stewardship that respects God's gift of time, talents, and resources;
 - g. Be grounded in a gathered community for ongoing diaconal formation;
 - h. Share knowledge of the ELCA and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
 - i. Identify and encourage qualified persons to prepare for ministry of the gospel.
- *9.24. The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.
- *9.25. The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:
- a. The call of a congregation, when accepted by a deacon, 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 deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the deacon;
 - 5) suspension of the deacon through discipline for more than three months;
 - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
- b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
- 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Church Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
- c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the

Synod Council shall list the deacon on the roster of Ministers of Word and Service as disabled. Upon removal of the disability and the restoration of the deacon to health, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.

- d. In the case of alleged local difficulties that imperil the effective functioning of this 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 deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon'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 this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds 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 majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

*9.26. The deacon shall make satisfactory settlement of all financial obligations to a former congregation before:

- a. installation in another field of labor, or
- b. the issuance of a certificate of dismissal or transfer.

*9.27. When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Church Council, and the

bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

- *9.28. With the approval of the bishop of the synod, this congregation may depart from *9.25.a. and call a deacon 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 deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *9.25.a.
- *9.29. The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations.
- *9.31. The deacon(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.

STAFF

- 9.32. It shall be the duty of the Executive Committee to determine the number, positions, and duties of the staff.
- 9.33. The termination of employment or resignation by a member of the staff shall require thirty (30) days notice by either party unless mutually satisfactory arrangements are completed earlier.
- 9.34. Matters relating to employment shall be managed by the Executive Committee of the Church Council and governed by the personnel policies as established by the Church Council. Regular reports relating to the staff of the Church shall be made to the Church Council.

Chapter 10.

CONGREGATIONAL MEETINGS

- 10.01. The congregation annual meeting shall be held on the fourth Sunday in January of each year, commencing at 1:00 p.m. or at such other date or time, not exceeding seven (7) days before or after the fourth Sunday in January, as may be fixed by the Church Council.
- 10.02. Notice of the annual meeting shall be given in writing ten (10) days prior to such meeting and by announcement at a public service.

- 10.03. All special meetings of the Congregation shall be called by the President. At the request of a majority of the Church Council or upon the petition of twenty-five (25) voting members specifying the purpose of the special meeting, the president shall call a special meeting of the Congregation.
- 10.04. Notice of a special meeting of the Congregation shall be given in writing five (5) days prior to the meeting and by announcement at a public service, if possible. The notice shall specify the purpose of the special meeting, and no business may be transacted at the special meeting other than that specified in the notice of meeting.
- 10.05. The order of business for the annual congregational meeting shall be as follows:
- a. Devotions.
 - b. Adoption of the minutes of previous meetings, unfinished business.
 - c. Report of the President.
 - d. Report of the Pastor.
 - e. Reports of staff members, departmental activities and auxiliaries. This may be written reports and may be adopted as a unit.
 - f. Financial reports.
 - g. Nomination and election of officers, at large Executive Committee members and Board members.
 - h. New business.
 - i. Adjournment with prayer.
- 10.06. In matters not specifically provided for herein, the procedure of the congregational meetings shall be according to Robert's "Rules of Order," provided that they do not conflict with these By-Laws.
- 10.07. Fifty (50) voting members of this Congregation shall constitute a quorum for the transaction of business.

Chapter 11.

OFFICERS

- 11.01. The officers to be elected at the annual meeting of the Congregation shall be a President, Vice-President, Secretary and Treasurer, and shall be voting members of the Congregation.
- 11.02. The officers shall be elected for a one (1) year term or until their successors are elected. Officers may succeed themselves for two (2) additional one (1) year terms. No officer shall hold more than one office at a time.
- 11.03. The duties of the officers shall be as follows:
- a. President. The President shall be the chief executive officer of the Congregation; shall preside at the meetings of the Congregation, the Church Council, and Executive Committee; shall have authority (with the Secretary) to sign and execute, in the name of the Congregation, all authorized deed, mortgages, notes, bonds, contracts, or other necessary instruments; perform such other duties of leadership and coordination as are related to the office of President. In the absence or unavailability of the Treasurer, the President shall have authority to sign checks, drawn upon various bank accounts of the Church, in payment of financial obligations of the Church.
 - b. Vice-President. In the absence or disqualification of the President, the Vice-President shall perform all duties of the President and when so acting shall have the powers of the President. The Vice-President shall coordinate the long-range planning for the Congregation.
 - c. Secretary. The Secretary shall keep the minutes of all meetings of the Congregation; shall see that notices of meetings are duly given in accordance with the provisions of these By-Laws, or as required by law; shall attest the signature of the President on official documents of the Congregation; and shall maintain a list of all persons serving as officers of the Congregation or members of the boards and committees of the Congregation, indicating on such list the dates when the respective terms of such officers and board and committee members expire.
 - d. Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the Congregation; shall be bonded in accord with the practices of the Evangelical Lutheran Church in America or its successor; shall be an ex-officio member of the Board of Finance, Administration and Property; shall prepare and submit to the Congregation at its annual meeting a report covering all fiscal matters of the Congregation for the preceding year.

- 11.04. The immediate past president of the Congregation shall serve as an ex-officio, non-voting member of the Church Council. The primary duties of the immediate past president are to serve as an advisor to the Church Council and the officers of the congregation and to assist the president as requested. The immediate past president shall serve a one-year term or in the event of extraordinary circumstances, the Church Council may request the immediate past president to serve a longer term.

Chapter 12.

CHURCH COUNCIL AND EXECUTIVE COMMITTEE

CHURCH COUNCIL

- 12.01. Voting members of the Church Council shall be as follows:
- a. The members of the Executive Committee;
 - b. The chairperson of each Board identified in 13.01;
 - c. The president of the First Lutheran Church Women; and
 - d. The president of the First Lutheran Church Foundation.
- 12.02. The Church Council shall be responsible for the Congregation's spiritual welfare, proper handling of its programs, its physical assets, and its financial affairs. The Church Council shall be the primary legislative body of the Congregation, shall be responsible for implementing ministry plans, and shall function generally as a board of directors for the Congregation.
- 12.03. Duties of the Church Council.
- a. The Church Council shall conduct its duties and exercise its responsibilities in accordance with the directives of the Constitution, the revealed Word of God, the Lutheran Confessions, and policies of the Evangelical Lutheran Church in America.
 - b. The Church Council may review, approve or deny actions of the Executive Committee.
 - c. The Church Council shall annually review the proposed budget from the Executive Committee and shall submit a proposed budget to the Congregation for its consideration at the annual meeting.
 - d. The Church Council shall have the authority to purchase real and personal property on behalf of First Lutheran Church and to enter into contracts on

behalf of First Lutheran Church, except as to those matters which require the approval of the Congregation.

- e. The Church Council shall seek to involve all members of this congregation in worship, learning, witness, service, and support.
- f. The Church Council may establish committees, task forces, or other groups to assist the Church Council in its work, but such committees, task forces, or other groups may not assume the functions of or replace the Boards created by this governing document.

12.04. Meetings.

- a. The Council shall meet monthly at a date, time and place designated by the officers.
- b. Council meetings are open to members of the Congregation, except that the Church Council may in its discretion meet in executive session to discuss personnel matters and compensation for Pastors and employees of First Lutheran Church.
- c. Special meetings of the Church Council may be called by the President or two other members of the Church Council. Notice of a special meeting specifying the purpose of the meeting shall be given in writing two (2) days prior to the date of the meeting, unless waived by the persons entitled to such notice.
- e. A quorum for meetings of the Church Council shall be a majority of its members for the transaction of business.

12.05. A member's place on the Church Council shall be declared vacant if the member:
a) ceases to be a voting member of this congregation or b) is absent from three (3) successive regular meetings of the Congregation Council without cause.
Consistent with the laws of the State of South Dakota, the congregation may adopt procedures for the removal of a member of the Church Council in other circumstances.

12.06. Contracts, Checks, Deposits and Funds

- a. The Church Council may authorize any officer or officers of the Congregation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Congregation, and such authority may be general or confined to specific instances.
- b. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Congregation, shall be signed by the Treasurer, and in the absence or unavailability of the

Treasurer, by the President or Vice President of the Congregation and those persons who shall have authority to sign shall be determined by a resolution of the Church Council.

- c. The Church Council may not, without special resolution and authorization of the Congregation, authorize the expenditure of individual amounts of money in excess of five percent (5%) of the current year's annual budget in any given year for any purchase, improvement, or other reason unless provided for in the budget approved by the Congregation.
- d. All funds of the Congregation shall be deposited from time to time to the credit of the Congregation in such banks, trust companies or other depositories as the Church Council may select.
- e. The Church Council may accept any gifts on behalf of the Congregation.

EXECUTIVE COMMITTEE

12.07. Members of the Executive Committee shall be as follows:

- a. The officers of the congregation;
- b. The Senior Pastor;
- c. Two at-large voting members of the Congregation who shall be elected by the Congregation at its annual meeting and shall serve a one year term. If a vacancy occurs during the term of an at-large member, the Church Council shall select a member of the congregation to serve for the remainder of the un-expired term.

12.08. Elected members of the Executive Committee shall not serve more than six consecutive one-year terms.

12.09. The Executive Committee shall have primary responsibility for defining the Congregation's mission, planning, policy making and for personnel matters.

12.10. Duties of Executive Committee:

- a. The Executive Committee shall be responsible on behalf of the Congregation and the Church Council for personnel matters pertaining to all Pastors and other employees of First Lutheran, including personnel responsibilities, lines of authority among staff members, compensation, performance review and recruitment of non-pastoral staff.
- b. The Executive Committee is authorized to act on behalf of the Church Council in matters of urgency or necessity between monthly meetings of

the Council. Such decisions must be within the general limits of policy and authorizations of the Church Council. In cases where authorization or approval of action is uncertain, the Executive Committee shall call a special meeting of the Church Council.

- c. The Executive Committee shall consider and propose long range and strategic plans and missions for the Congregation.
- d. The Executive Committee shall review the membership roster at least annually.
- e. The Executive Committee shall appoint a Nominating Committee of no less than five (5) members. Such Nominating Committee shall be appointed in February and shall function until January 31 of the following year. A Nominating Committee member may serve a maximum of two consecutive three-year terms.
- f. The Executive Committee shall annually propose a budget for consideration by the Church Council.
- g. The Executive Committee shall regularly review the ministries, programs and activities of the Boards and Ministry Teams and establish policies as needed.
- h. The Executive Committee may establish committees, task forces, or other groups to assist the Executive Committee in its work, but such committees, task forces, or other groups may not assume the functions of or replace the Boards created by this governing document.

12.11. Meetings.

- a. The Executive Committee shall meet monthly at a date, time and place designated by the officers.
- b. Executive Committee meetings are open to members of the Congregation, except that the Executive Committee may in its discretion meet in executive session to discuss personnel matters and compensation for Pastors and employees of First Lutheran Church.
- c. Special meetings of the Executive Committee may be called by the President or two other members of the Executive Committee. Notice of a special meeting specifying the purpose of the meeting shall be given in writing two (2) days prior to the date of the meeting, unless waived by the persons entitled to such notice.

- d. A quorum for meetings of the Executive Committee shall be a majority of its members for the transaction of business.

Chapter 13.

BOARDS AND MINISTRY TEAMS OF THE CHURCH

- 13.01. The following Boards shall constitute the official Boards of the Church:
 - a. Care and Health
 - b. Education and Discipleship
 - c. Evangelism and Outreach
 - d. Finance, Administration and Property
 - e. Stewardship and Giving
 - f. Welcome and Community
 - g. Worship and Music
 - h. Youth and Family
- 13.02. The Boards of First Lutheran Church shall implement, execute, and carry out ministry which follows the mission of the congregation and the strategic direction set by Executive Committee and the Church Council. For this purpose, boards are encouraged to work cooperatively with other boards, to organize ministry teams, and to recruit, train, and support volunteers, and to steward wisely the financial and staff resources of First Lutheran Church. Boards in turn report to the Church Council on their successes and roadblocks, in order to receive support, resources, and assistance to implement ministry.
- 13.03. Board Chairs shall provide the consistent, committed leadership needed by Boards to be flexible and adaptable in meeting the challenge of carrying out ministry. Board Chairs serve as First Lutheran Church Council members, where they are part of the ongoing conversation and communication between boards to foster collaboration. Also, Board Chairs are in regular communication (at least weekly) with the Staff Director for their ministry area to be well informed on the day to day workings of carrying out ministry. The Board Chair also sets the agenda, leads the board meetings and the board in support of carrying out ministry.

- 13.04. Boards shall consist of between 5-9 members, including the Board Chair. Boards may choose to define other board positions as needed, such as a vice-chair or secretary. Staff shall attend board meetings, without vote, at the Board's invitation and may be dismissed from meetings at the Board Chair's discretion. Board members shall be voting members of the Congregation. Members of the Boards shall be elected by the Congregation at its annual meeting and shall serve a term of three years. A Board member may be elected for only two consecutive three-year terms. If a vacancy occurs during the term of a Board member, the Church Council shall approve a person to serve for the remainder of the unexpired term. A Board Chair may request the resignation of a Board member for good cause. If the board member does not resign, the Board Chair may request the Church Council to replace the Board member for good cause. The term "good cause" shall include a Board member's absence from three consecutive board meetings or absence from three board meetings within a six-month period or the failure of the Board member to satisfactorily perform the duties of a Board member. Each Board shall determine the time, place and frequency of its own meetings. A quorum for any regular or special meeting of a Board shall be a majority of its members.

13.05 BOARD DUTIES AND RESPONSIBILITIES

- a. Care and Health: The Board of Care and Health carries out ministries that care for mind, body, and spirit. Using the best appropriate practices and resources available, the Board of Care and Health promotes wellness and assists the community of First Lutheran Church to be whole, healthy, human beings.
- b. Education and Discipleship: The Board of Education and Discipleship carries out ministries that teach the Christian faith. Using the best practices and resources available, the Board of Education and Discipleship provides classes, devotions, Bible studies, and small groups to encourage with the Gospel.
- c. Evangelism and Outreach: The Board of Evangelism and Outreach carries out ministries that proclaim the good news of Jesus Christ into the community. Using the best appropriate practices and resources available, the Board of Evangelism and Outreach trains, empowers and leads the congregation reaching out with the gospel.

- d. Finance, Administration and Property: The Board of Finance, Administration, and Property guides and oversees the resources, functions, and systems that support all the ministries of First Lutheran Church. Using the best appropriate practices and resources available, the Board of Finance, Administration, and Property shall provide guidance to church staff about financial planning, property maintenance, legal compliance, and record keeping.
 - 1. Finance and Audit Team: This team shall consist of three members: (1) the First Lutheran Church Treasurer, (2) a member of the Finance, Administration and Property Board selected annually by that board, and (3) another voting member of the Congregation elected to a 3 year term by the Congregation as the Financial Advisory Team Leader. Monthly financial reports shall be provided to the Finance and Audit Team. At least quarterly, this team shall meet to review the financial statements of the church. Following a team meeting, the Financial Advisory Team Leader shall present a report to the Finance, Administration and Property Board and shall also be available to present a report to the Executive Committee and/or Church Council. This team shall also receive and review an annual independent audit of the church's financial records, and shall forward the audit report with recommendations, if any, to the Finance, Administration and Property Board.
- e. Stewardship and Giving: The Board of Stewardship and Giving carries out ministries to help congregation members care for God's resources, including the sharing of their time, talent and treasure through the ministries of First Lutheran Church. Using the best appropriate practices and resources available, the Board of Stewardship and Giving connects passion to ministry.
- f. Welcome and Community: The Board of Welcome and Community carries out ministries that connect people into a life of faith through First Lutheran Church. Using the best appropriate practices and resources available, the Board of Welcome and Community provides a warm welcome to new people and encourages community among the members of First Lutheran Church.
- g. Worship and Music: The Board of Worship and Music carries out ministries that proclaim Christ in worship. Using the best appropriate practices and resources available, the Board of Worship and Music

cares for music, instruments, and worship instruction so that God's Word may be heard and God's praise may be sung.

- h. Youth and Family: The Board of Youth and Family carries out ministries that return us to God's grace, given in baptism. Using the best appropriate practices and resources available, the Board of Youth and Family supports and encourages children, youth, adults and families to live by faith in God's promise.

- 13.06. Each Board may establish Ministry Teams to assist the Board in carrying out the programs and engaging in the ministries and activities falling within its area of responsibility. Ministry Teams shall engage in the doing of ministry and provide opportunities for all members of the Congregation to plan and implement the program ministries of First Lutheran Church. Ministry Teams shall consist of members and non-members who desire to participate in a Ministry Team. Members of a Ministry Team shall not serve for defined terms but instead shall serve for as long as a Team member or the Board responsible for that Team deems appropriate.

Chapter 14.

ORGANIZATIONS WITHIN THE CONGREGATION

- 14.01. 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.
- 14.02. 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 Church Council.

Chapter 15.

DISCIPLINE OF MEMBERS AND ADJUDICATION

- *15.01. 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 Church 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 Church Council.

- *15.02. 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 *15.01. 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 laypersons and two ministers of Word and Sacrament). 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.
- *15.03. 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 Church 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 Church Council and the accused member(s) are the parties to the case.
- *15.04. 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.

- *15.05. By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
- a. suspension from the privileges of congregation membership for a designated period of time;
 - b. suspension from the privileges of congregation membership until the pastor and Church 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.
- *15.06. The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Church 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 Church Council and recorded in the minutes of the next council meeting.
- *15.07. 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.
- *15.10. **Adjudication**
- a. 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 Church 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.

AMENDMENTS

- *16.01. Unless provision *16.04. 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 25 voting members or by the Church 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 Church 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.
- *16.02. An amendment to this constitution, proposed under *16.01 shall:
- a. be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those voting members present and voting;
 - b. be ratified without change at the next annual meeting by a two-thirds vote of those voting members present and voting; and
 - c. have the effective date included in the resolution and noted in the constitution.
- *16.03. Any amendments to this constitution that result from the processes provided in *16.01. and *16.02. 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.
- *16.04. This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the Model Constitution for Congregations of the Evangelical Lutheran Church in America as most recently amended by the Churchwide Assembly. Such amendments may be approved by a 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 Church 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 at least two (2) voting members of the congregation, the Church Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

Chapter 17.

BYLAWS

- *17.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- *17.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting.
- *17.03. 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 Church 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.
- *17.04. Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

Chapter 18.

CONTINUING RESOLUTIONS

- *18.01. The congregation in a legally called meeting or the Church Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
- *18.02. 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.

- 18.03. Prior enacted and unrevoked continuing resolutions of First Lutheran Church are hereby reaffirmed.

Chapter 19.

INDEMNIFICATION

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

Chapter 20.

MEETINGS

- 20.01. Written notice of meetings may be given by any reasonable means, including but not limited to, postal delivery and email.
- 20.02. For good cause, a member(s) of the Church Council, Executive Committee, a Board, Committee or other organizational group may participate in a meeting by means of teleconference or similar communications equipment, if available, which allows all persons participating in the meeting to hear each other at the same time.

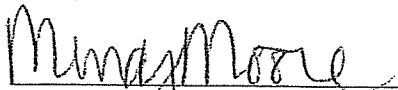
The foregoing constitution and by-laws have been duly adopted by the congregation, and they supersede the original constitution and by-laws and any prior amendments thereto.

IN WITNESS WHEREOF, we have placed our hands and seals this 12th day of December, 2017.

FIRST LUTHERAN CHURCH IN SIOUX
FALLS, SOUTH DAKOTA

By Brian C. Aamlid
Its President, Brian C. Aamlid

ATTEST:


Mindy Moore, Secretary

STATE OF SOUTH DAKOTA)
: SS
COUNTY OF MINNEHAHA)

On this, the 12th day of December, 2017, before me, the undersigned officer, personally appeared Brian C. Aamlid, President, and Mindy Moore, Secretary, respectively, of the First Lutheran Church in Sioux Falls, South Dakota, known to me or satisfactorily proven to me to be the President and Secretary of the First Lutheran Church in Sioux Falls, South Dakota, and that they executed the foregoing By-Laws and duly acknowledged to me that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(SEAL)


Notary Public, South Dakota

My commission expires:

DONNA JAHR
My Commission Expires Oct. 4, 2021