

Asterisk (\*) sections are required by LSS/ELCA, thus unchangeable at congregational level.  
Italics/ Section numbers with three sets of numbers separated by a period are By-laws.  
Continuing Resolutions (CR) are in separate document. CRs typically address only committee issues

**CONSTITUTION OF ST. PETER'S EVANGELICAL LUTHERAN CHURCH**  
Lititz Pike and Delp Road, Lancaster, PA 17601

**PREAMBLE**

\*We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together to preach the Word, administer the sacraments, and carry out God's mission, do hereby adopt this constitution and solemnly pledge ourselves to be governed by its provisions. In the name of the Father and of the Son and of the Holy Spirit.

**Chapter 1.**  
**NAME AND INCORPORATION**

- C1.01. The name of this congregation shall be St. Peter's Evangelical Lutheran Church, Lancaster, Pennsylvania.
- C1.02. For the purpose of this constitution and the accompanying bylaws, the congregation of St. Peter's Evangelical Lutheran Church is hereinafter designated as "this congregation."
- C1.11. This congregation shall be incorporated under the laws of the Commonwealth of Pennsylvania.

**Chapter 2.**  
**CONFESSION OF FAITH**

- \*C2.01. This congregation confesses the Triune God: Father, Son, and Holy Spirit.
- \*C2.02. This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
  - a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
  - b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
  - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- \*C2.03. This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith and life.

- \*C2.04. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- \*C2.05. This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.
- \*C2.06. This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- \*C2.07. This congregation confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

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

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

### **Chapter 4. STATEMENT OF PURPOSE**

- \*C4.01. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- \*C4.02. To participate in God's mission, this congregation as a part of the Church shall:
  - a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.

- b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
- c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
- d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, and standing with the poor and powerless, and committing itself to their needs.
- e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
- f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

\*C4.03. To fulfill these purposes, this congregation shall:

- a. Provide services of worship at which the Word of God is preached and the sacraments are administered.
- b. Provide pastoral care and assist all members to participate in this ministry.
- c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
- d. Teach the Word of God.
- e. Witness to the reconciling Word of God in Christ, reaching out to all people.
- f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
- g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.
- h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
- i. Foster and participate in ecumenical relationships consistent with churchwide policy.

\*C4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. Such descriptions shall be contained in continuing resolutions in the section on the Congregation Committees.

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

\*C4.06. References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God's mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

**Chapter 5.**  
**POWERS OF THE CONGREGATION**

- \*C5.01. The powers of this congregation are those necessary to fulfill its purpose.
- \*C5.02. The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- \*C5.03. Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:
  - a. call a pastor as provided in Chapter 9.
  - b. terminate the call of a pastor as provided in Chapter 9.
  - c. Call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;
  - d. adopt amendments to the constitution, as provided in Chapter 17, amendments to the bylaws, as specified in Chapter 16, and continuing resolutions, as provided in Chapter 18.
  - e. approve the annual budget;
  - f. acquire real and personal property by gift, devise, purchase, or other lawful means;
  - g. hold title to and use its property for any and all activities consistent with its purpose;
  - h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
  - i. elect its officers and Congregation Council and require them to carry out their duties in accordance with the constitution, bylaws, and continuing resolutions; and
  - j. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- \*C5.04. 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 Lower Susquehanna Synod of the Evangelical Lutheran Church in America.

**Chapter 6.**  
**CHURCH AFFILIATION**

- \*C6.01. This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Lower Susquehanna Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- \*C6.02. This congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- \*C6.03. This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:

- a. This congregation agrees to be responsible for its life as a Christian community.
- b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
- c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of ordained ministers of the Evangelical Lutheran Church in America or to contracting for pastoral services with an ordained minister of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
- d. This congregation agrees to consider associates in ministry, deaconesses, and diaconal ministers for call to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
- e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

\*C6.04. Affiliation with the Evangelical Lutheran Church in America may be terminated as follows:

- a. This congregation takes action to dissolve.
- b. This congregation ceases to exist.
- c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America.
- d. This congregation follows the procedures outlined in \*C6.05.

\*C6.05. 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 this congregation by a two-thirds majority of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the Congregation Council. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
- b. The secretary of this 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 this 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 this congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds

majority of the voting members present, at which meeting the bishop of the synod or an authorized representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting. 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 this congregation and the Evangelical Lutheran Church in America shall be terminated subject to paragraphs g., h., and i. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church.
- f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church who shall report the termination to the Churchwide Assembly.
- g. Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in \*C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
- h. Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with each of the foregoing provisions in \*C6.05., to receive synodical approval before terminating their membership in this church.
- i. Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.
- j. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's first meeting as specified in paragraph a. above, another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If a congregation fails to achieve the required two-thirds vote of voting members present at the congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of \*C6.05. and may begin no sooner than six months after that second meeting.

\*C6.06. If this congregation considers relocation, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected.

\*C6.07. If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action.

## **Chapter 7.**

### **PROPERTY OWNERSHIP**

\*C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Lower Susquehanna Synod of the Evangelical Lutheran Church in America.

- \*C7.02. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.
- \*C7.03. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in \*C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Lower Susquehanna Synod.
- \*C7.04. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in \*C6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

## **Chapter 8. MEMBERSHIP**

- \*C8.01. Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.
- \*C8.02. Members shall be classified as follows:
- a. Baptized members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
  - b. Confirmed members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
  - c. Voting members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation.
  - d. Associate members are persons holding membership in other Lutheran congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, or persons who wish to retain a relationship with this congregation while being members of other congregations. They have all the privileges and duties of

membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation.

- \*C8.03. All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council.
- \*C8.04. It shall be the privilege and duty of members of this congregation to:
  - a. make regular use of the means of grace, both Word and sacraments;
  - b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and
  - c. support the work of this congregation the synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.
- \*C8.05. Membership in this congregation shall be terminated by any of the following:
  - a. death;
  - b. resignation;
  - c. transfer or release;
  - d. disciplinary action in accordance with ELCA constitutional provision 20.40. and the accompanying bylaws; or
  - e. removal from the roll due to inactivity as defined in the bylaws. Such persons who have been removed from the roll of members shall remain persons for whom the Church has a continuing pastoral concern.

*B8.05.01. Any member who fails to participate in the privileges and duties of membership in this congregation in accordance with C8.02.c. for a period of two years shall be contacted by a member of the pastoral staff or their designee to determine if the member desires to continue membership, transfer, or remove their name from membership. Any contacted member who indicates a desire to continue membership is considered an inactive member either until membership is activated according to C8.02.c. or removal from membership is finalized.*

*B8.05.02. Any inactive member who fails to activate their membership according to C8.02.c. for a period of one year, and who expresses no desire for transfer or removal from membership, may be removed from membership of the congregation.*

*B8.05.03. The pastor has the authority to extend an inactive member's status beyond the one-year period defined in bylaws section C8.05.02 if pastoral concerns merit it.*

*B8.05.04. Members, who are homebound, institutionalized, or who are students in undergraduate or graduate institutions, are considered voting members, even if they do not fulfill the requirements of C8.02.c.*

*B8.05.05. A separate roll of inactive members as defined in the bylaws shall be maintained.*

## **Chapter 9. THE PASTOR**

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

\*C9.02. Only a member of the clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers who has been recommended for it by the synodical bishop may be called as a pastor of this congregation.

\*C9.03. Consistent with the faith and practice of the Evangelical Lutheran Church in America,

- a. Every ordained minister shall:
  - 1) preach the Word;
  - 2) administer the sacraments;
  - 3) conduct public worship;
  - 4) provide pastoral care; and
  - 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
- b. Each ordained minister with a congregational call shall, within the congregation:
  - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
  - 2) supervise all schools and organizations of this congregation;
  - 3) install regularly elected members of the Congregation Council; and
  - 4) with the council, administer discipline.
- c. Every pastor shall:
  - 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
  - 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
  - 3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and
  - 4) endeavor to increase the support given by the congregation to the work of the churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the Lower Susquehanna Synod of the ELCA.

\*C9.04. The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.

\*C9.05.

- a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which, except in the case of the death of the pastor, 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) the physical disability or mental incapacity of the pastor;
  - 5) suspension of the pastor through discipline for more than three months;

- 6) resignation or removal of the pastor from the roster of ordained ministers of this church;
  - 7) termination of the relationship between this church and the congregation;
  - 8) dissolution of the congregation or the termination of a parish arrangement; or
  - 9) suspension of the congregation through discipline for more than six months.
- b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
- 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two ordained ministers and one layperson, or
  - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two ordained ministers and one layperson.
- c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of the synod shall declare the pastorate vacant and the pastor shall be listed on the clergy roster as disabled. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of the congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to the congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by the congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, the congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution bylaws, and continuing resolutions.

\*C9.06. At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.

\*C9.07. During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor

with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.

- \*C9.08. This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.
- \*C9.09. When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- \*C9.11. With the approval of the bishop of the synod, the congregation may depart from \*C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of \*C9.05.a.
- \*C9.12. The pastor of this congregation:
  - a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
  - b. shall submit a summary of such statistics annually to the synod; and
  - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- \*C9.13. The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.
- \*C9.14. The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.

*B9.20.01. Ecumenical Pastoral Ministry –The pastor shall be involved in ecumenical activities as an expression of both the pastoral office and the congregational commitment to the Church.*

C9.21. Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, an ordained minister of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between the congregation and the ordained minister in a form proposed by the synodical bishop and approved by the congregation.

**Chapter 10.**  
**CONGREGATION MEETING**

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

*B10.01.01. The annual Congregation Meeting of this congregation shall be held on the second Sunday in November of each year for the purposes of electing members to this Congregation Council, electing officers of the congregation, electing a nominating committee, approving an annual budget, receiving a report covering the prior year's finances as required as per Section C13.03, receiving a report from the pastor and the Congregation Council president, and any other business which may be rightfully brought before the congregation in accordance with the constitution.*

*B10.01.02. The president shall preside at each Congregation Meeting and shall appoint a parliamentarian and elections committee if needed.*

*B10.01.03. The agenda of the annual Congregation Meeting and any other Congregation Meeting shall be provided to each voting member in accordance with C10.03.*

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

C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all voting members at least 10 days in advance of the date of the meeting.

C10.04. Ten percent of the voting members shall constitute a quorum.

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

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

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

**Chapter 11.**  
**OFFICERS**

C11.01 The officers of this congregation shall be a president, vice president, secretary, and treasurer.

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

- b. The officers shall be voting members of the congregation.
- c. Officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council.
- d. The president, vice president and secretary shall be selected from the elected membership of the Congregation Council. The treasurer need not be an elected member of the Congregation Council.

*B11.01.01. The congregation shall be organized with the following officers and their respective duties.*

- a. *President – The President shall preside at all meetings of the Congregation Council and the Executive Committee. The president shall appoint all standing and special committees of the Congregation Council, including chairman of each except for committees, which are specially provided for in the constitution and bylaws. The president serves as ex-officio member of all committees. The president shall assure that this Congregation and Congregation Council function in accordance with the constitution, bylaws, and continuing resolutions of the congregation. The president shall report on the state of this congregation at the annual Congregation Meeting.*
- b. *Vice-president -- The vice-president performs the duties of the president in the absence of the president or if the president is unable to serve.*
- c. *Treasurer -- The treasurer shall adopt a method of accounting to be approved by the Congregation Council, and with the counsel of the Financial Secretary and Finance Committee Chairman, institute and oversee the management of all congregational accounting, cash management, and financial reporting procedures, excluding those of the committees and entities that may be required by the Congregation Council to manage and report their activities in a similar manner directly to the Congregation Council. The treasurer shall prepare a financial report for the Congregation Council monthly in a form and content approved by the Council.*
- d. *Secretary -- The Secretary shall ensure that the minutes of the Congregation meetings and Congregation Council meetings are recorded and maintained and will ascertain that a quorum is present. The secretary shall oversee the record keeping and execution of all official documents and correspondence belonging to the congregation as authorized and required.*
- e. *Assistant Secretary -- An assistant secretary may be appointed by the Congregation Council, to perform duties assigned by the secretary. The assistant secretary shall be a congregation member or anyone currently employed by the congregation. The term of office shall be one year with no limit on the number of consecutive terms that may be served.*
- f. *Assistant Treasurer -- An assistant treasurer may be elected by the Congregation Council, to perform duties assigned by the treasurer. The assistant treasurer need not be a member of the Congregation Council. The term of office shall be one year with no limit on the number of consecutive terms that may be served.*
- g. *Financial Secretary -- A financial secretary may be elected by the Congregation Council to receive and keep record of all income from contributing members and other sources. The*

*financial secretary need not be a member of the Congregation Council. The term of office shall be one year with no limit on the number of consecutive terms that may be served.*

*h. Assistant Financial Secretary -- One or more assistant financial secretaries may be elected by the Congregation Council, to perform duties assigned by the financial secretary. The assistant financial secretaries need not be a members of the Congregation Council. The term of office shall be one year with no limit on the number of consecutive terms that may be served.*

C11.02 The congregation shall elect its officers and they shall be officers of the congregation. The president, vice president, secretary, and treasurer shall be elected by the congregation by written ballot and shall serve for one year or until their successors are elected. Their terms shall begin the first day of January and end the thirty-first day of December.

C11.03 No officer shall hold more than one office at a time. The president, vice president and secretary shall serve no more than two consecutive terms in the same office.

## **Chapter 12. CONGREGATION COUNCIL**

C12.01. The voting membership of the Congregation Council shall consist of the called rostered leaders of the congregation, the officers of the congregation, and not more than six other members of the congregation. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation b) is absent from four successive regular meetings of the Congregation Council without cause, or c) resigns Council membership. Consistent with the laws of the commonwealth in which this congregation is incorporated, the congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

C12.02. The members of the Congregation Council (except the called rostered leader(s) of the congregation) shall be elected by a legally called meeting of the congregation during the month of November. Their term of office shall be for three years, with the term of office beginning on January 1 and ending on December 31. Such members shall be eligible to serve no more than two full terms consecutively. Newly elected Congregation Council members shall be installed at worship on the first Sunday in the year they assume office. Additional terms of office are permitted after 2 years of absence from the Congregation Council.

C12.03. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting.

C12.04. The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:

- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
- b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
- c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
- d. To maintain supportive relationships with the called rostered leader(s) of the congregation and staff and help them annually to evaluate the fulfillment of their calling or employment.
- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- g. To arrange for pastoral service during the sickness or absence of the pastor(s).
- h. To emphasize partnership with the synod and churchwide units of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
- i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

*B12.04.01. The Congregation Council, deriving its powers from the Congregation Constitution and the Congregation Meeting, shall govern this congregation.*

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

- a. The Congregation Council shall be the board of directors of this congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the Commonwealth of Pennsylvania, except as otherwise provided herein.
- b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.
- c. The Congregation Council may enter into contracts for items not included in the approved budget in a cumulative amount not to exceed 2% of the approved budget.
- d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than 2% in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full-indicated share in support of the wider ministry being carried on in partnership with the synod and churchwide organization.
- e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.
- f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.

- C12.06. The Congregation Council shall see that the provisions of this constitution, and its bylaws, and the continuing resolutions are carried out.
- C12.07. The Congregation Council shall provide for an annual review of the membership roster.
- C12.08. The Congregation Council shall be responsible for the employment and supervision of the salaried lay workers of this congregation. Nothing in this provision shall be deemed to affect the congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of this church.
- C12.09. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.
- C12.11. The Congregation Council shall normally meet once a month. Special meetings may be called by one of the called rostered leader(s) of the congregation or the president, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.
- C12.12. A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the called rostered leader(s) of the congregation or interim pastor, except when the called rostered leader(s) of the congregation or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the called rostered leader(s) of the congregation or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synodical bishop.
- C12.13. The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, and, to the extent permitted by state law, notice of all meetings may be provided electronically.

### **Chapter 13.** **CONGREGATION COMMITTEES**

- C13.01. The President, Vice President, Treasurer, and Secretary of this congregation and the Senior Pastor shall constitute the EXECUTIVE COMMITTEE.
- C13.02. A Nominating Committee of six voting members of this congregation, two of whom shall be outgoing members of the Congregation Council, shall be elected at the annual meeting for a term of one year. Members of the Nominating Committee are not eligible for consecutive reelection.
- C13.03. The Church Council will ensure that the financial activities of all congregational entities are examined and reported upon annually. Church Council shall authorize the engagement of an independent, certified public accountant to examine and report upon all of the financial records of the congregation (excluding the financial records of those entities otherwise required by council to report their financial activities separately). Engagement reports are to be prepared on a three year cycle, consisting of a report of examination prepared on a Compilation Basis for years one and two, followed by the third year report, prepared on a Review Basis. All

reports shall be authorized and received on a timely basis and contain a reconciliation of cash and fund flows, statements of financial assets and liabilities and income and expense, and be made available to the congregation upon request, at its annual meeting. At its discretion, the Church Council may authorize other examinations and tests of church financial records and procedures by non-council, congregation members or by a qualified, independent accounting firm.

C13.04. A Mutual Ministry Committee shall be appointed jointly by the president and the called rostered leader(s) of the congregation. (In the absence of a mutual ministry committee, the duties shall be fulfilled by the executive committee)

C13.05. When a pastoral vacancy occurs, a Call Committee of six voting members shall be elected by the Congregation Council. Term of office will terminate upon installation of the newly called pastor.

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

*B13.06.01. The congregation shall be organized with the following committees:*

|                                      |                               |
|--------------------------------------|-------------------------------|
| <i>Cemetery</i>                      | <i>Children's Ministries</i>  |
| <i>Community Relations</i>           | <i>Endowment</i>              |
| <i>Evangelism</i>                    | <i>Fellowship</i>             |
| <i>Finance &amp; Budget</i>          | <i>Global Social Ministry</i> |
| <i>Human Resources</i>               | <i>Local Social Ministry</i>  |
| <i>Long Range Planning</i>           | <i>Membership</i>             |
| <i>Mutual Ministry</i>               | <i>Parish Life</i>            |
| <i>Preschool</i>                     | <i>Property</i>               |
| <i>Stewardship</i>                   | <i>Worship</i>                |
| <i>Youth &amp; Family Ministries</i> |                               |

C13.07. Duties of committees of this congregation shall be specified in the continuing resolutions.

C13.08. The Senior Pastor of this congregation shall be ex officio a member of all committees and boards of the congregation. The president of this congregation shall be ex officio a member of all committees and boards of the congregation, except the Nominating Committee.

## **Chapter 14.**

### **ORGANIZATIONS WITHIN THE CONGREGATION**

C14.01. All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

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

## **Chapter 15.**

### **DISCIPLINE OF MEMBERS AND ADJUDICATION**

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

present and voting, one of the following disciplinary sanctions can be imposed:

- a. suspension from the privileges of congregation membership for a designated period of time;
- b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
- c. termination of membership in the congregation; or
- d. termination of membership in the congregation and exclusion from the church property and from all congregation activities.

\*C15.06 The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.

\*C15.07 No member of the congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.

\*C15.10. Adjudication

\*C15.11. When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

## **Chapter 16. BYLAWS**

\*C16.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.

\*C16.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.

\*C16.03. Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members of the proposal together with council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.

\*C16.04. Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

## **Chapter 17. AMENDMENTS**

- \*C17.01. Unless provision \*C17.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least five voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members of the proposal together with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.
- \*C17.02. An amendment to this constitution, proposed under \*C17.01., shall:
- a. be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those present and voting.
  - b. be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting; and
  - c. have the effective date included in the resolution and noted in the constitution.
- \*C17.03. Any amendments to this constitution that result from the processes provided in \*C17.01. and \*C17.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify the congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.
- \*C17.04. This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a simple majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to the congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of five voting members of the congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

## **Chapter 18.**

### **CONTINUING RESOLUTIONS**

- \*C18.01. The congregation in a legally called meeting or the Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
- \*C18.02. Continuing resolutions shall be enacted or amended by a majority vote of a meeting of the congregation or by a two-thirds vote of all voting members of the Congregation Council.

## Chapter 19. INDEMNIFICATION

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

*B19.01.01. -- General Rule. A “Director of the Corporation” (i.e. a member of the Congregation Council acting as a member of the Congregation’s Board of Directors) shall not be personally liable for monetary damages for any action taken or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect. The provisions of this section are intended to exempt the Directors of the Corporation from liability for monetary damages to the maximum extent permitted under any Pennsylvania law now or hereafter in effect.*

*B19.01.02. -- Specific Rule under Directors’ Liability Act. Without limitation of Section 1 above, a Director of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take action, unless the Director has breached or failed to perform the duties of his office and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of the preceding sentence shall not exempt a Director from: (i) responsibility or liability of a Director pursuant to any criminal statute; or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.*

*B19.01.03. -- Modification or Repeal. The provisions of this Article may be modified or repealed in accordance with the procedures for amending these bylaws; provided, however, that any such modification or repeal shall not have any effect upon the liability of a Director relating to any action taken, any failure to take any action, or events which occurred prior to the effective date of such modification or repeal.*

*B19.01.04. -- General Rule. The Corporation shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors and administrators) who was or is a party, witness or other participant or is threatened to be made a party, witness or participant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, actions by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director or officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys’ fees, court costs, transcript cost, fees of experts and witnesses, travel expenses and all other similar expenses), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Indemnification shall not be provided in any case where the conduct giving rise to the claim for indemnification constituted willful misconduct, recklessness, or self-dealing.*

*B19.01.05. -- Advance Payment of Expenses. The Corporation may advance all reasonable expenses (including attorneys’ fees, court costs, transcript costs, fees of experts and witnesses, travel*

*expenses and all other similar expenses) reasonably incurred in connection with the defense of or other response to any action, suit or proceeding referred to in Section 1 above upon receipt of an undertaking by or on behalf of the person seeking the advance to repay all amounts advanced if it shall ultimately be determined upon final disposition of such action, suit or proceeding that he is not entitled to be indemnified by the Corporation.*

*B19-01.06. -- No Duplication of Payments. The Corporation shall not be liable under this Article to make any payment of amounts otherwise indemnifiable hereunder if and to the extent that the person seeking indemnification has otherwise actually received payment thereof under any insurance policy, contract, agreement or otherwise. In the event that the Corporation makes an advance payment of expenses to a person, such person shall repay to the Corporation the amount so advanced, if and to the extent that he subsequently receives payment thereof under any insurance policy, contract, agreement or otherwise.*

*B19.01.07. -- Insurance. The Corporation shall have authority by vote of a majority of the Board to enter into an Indemnification Agreement with any person who may be indemnified by the Corporation pursuant to the provisions of this Article or otherwise. Any such Indemnification Agreement may contain such terms and conditions as a majority of the Board shall in the exercise of their discretion determine to be necessary or appropriate. Such terms and conditions may include provisions for greater or lesser indemnification than provided for in this Article, provisions establishing procedures for the processing or approval of indemnification claims, and other provisions. The fact that the Corporation has not entered into an Indemnification Agreement with any person shall not in any way limit the indemnification rights of such person under this Article or otherwise.*

*B19.01.08. -- Indemnification Agreements. The Corporation shall have authority by vote of a majority of the Board to enter into an Indemnification Agreement with any person who may be indemnified by the Corporation pursuant to the provisions of this Article or otherwise. Any such Indemnification Agreement may contain such terms and conditions as a majority of the Board shall in the exercise of their discretion determine to be necessary or appropriate. Such terms and conditions may include provisions for greater or lesser indemnification than provided for in this Article, provisions establishing procedures for the processing or approval of indemnification claims, and other provisions. The fact that the Corporation has not entered into an Indemnification Agreement with any person shall not in any way limit the indemnification rights of such person under this Article or otherwise.*

*B19.01.09. -- Non-Exclusivity. The right to indemnification and to the payment of expenses incurred in defending against or otherwise responding to any action, suit or proceeding in advance of its final disposition as set forth in this Article shall not be exclusive of any other rights which any person may now have or hereafter acquire under any agreement, vote of disinterested Directors, or under any applicable law or under the Articles of Incorporation of the Corporation, or otherwise.*

*B19.01.10. -- Survival of Rights. The indemnification rights provided to a person under the provisions of this Article shall continue after such person ceases to be a Director or officer, of the Corporation or of another entity, as to any action taken, any failure to take action, or any events which occurred while such person was a Director or officer of the Corporation or of another entity.*

*B19.01.11. -- Employees. The Corporation may, but shall not be required to, indemnify employees*

*of the Corporation. A decision on whether to indemnify an employee in any instance shall be made by the Board at its discretion.*

*B19.01.12. -- Modification or Repeal. The provisions of this Article may be modified or repealed in accordance with the procedures for amending these bylaws; provided, however, that any such modification or repeal shall not have any effect upon the indemnification rights of any person as they relate to any action taken, any failure to take action, or events which occurred prior to the effective date of such modification.*

## **Chapter 20. PARISH AUTHORIZATION**

\*C20.01. This congregation may unite in partnership with one or more other congregations recognized by the synod named in \*C6.01. to form a parish. Except as provided in \*C20.02. and \*C20.03., a written agreement, developed in consultation with the synod and approved by the voting members of each congregation participating in the parish, shall specify the powers and responsibilities that have been delegated to a Parish Council.

\*C20.03. Any one of the congregations of a parish may terminate the call of a pastor as provided in S14.13.d. of the synodical constitution of the synod named in \*C6.01. In such case, the other congregations(s) in the same parish shall have the right to terminate the parish arrangement.

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A/O 11.11.07

### **Amendments**

November 12, 2006 -- BYLAWS SECTION C11.01.01, CONSTITUTION SECTION C12.01, CONSTITUTION SECTION C12.04.g., CONSTITUTION SECTION C12.11, CONSTITUTION SECTION C13.01, and BYLAWS SECTION C13.06.01 were amended.

September 30, 2007 – BYLAWS SECTION C10.01.01, BYLAWS SECTION C11.01.01 (e), and BYLAWS SECTION C13.06.01 were amended.

November 11, 2007 – CONSTITUTION SECTION C13.03 was amended.

September 8, 2014 – Constitution as a whole was approved, including amendments included from the ELCA and Lower Susquehanna Synod recommended and required amendments.

November 8, 2016 – Constitution as a whole approved including required amendments from the ELCA and Lower Susquehanna Synod.