

WESTWOOD LUTHERAN CHURCH

CONSTITUTION & BY-LAWS

Revised: September 12, 2004



WESTWOOD LUTHERAN CHURCH

CONSTITUTION
&
BY-LAWS

Table of Contents

CONSTITUTION		Page
	Preamble	1
Chapter 1	Name and Incorporation	1
Chapter 2	Confession of Faith	1
Chapter 3	Statement of Purpose	2
Chapter 4	Powers of the Congregation	2
Chapter 5	Church Affiliation	3
Chapter 6	Property Ownership	5
Chapter 7	Membership	5
Chapter 8	Discipline of Members	7
Chapter 9	The Pastors	7
Chapter 10	Meetings of the Congregation	9
Chapter 11	Officers and Council	9
Chapter 12	Nominating, Call, and Audit Committees	13
Chapter 13	Other Congregational Committees, Ministry Teams and Organizations	13
Chapter 14	By-Laws	14
Chapter 15	Amendments	14
BY-LAWS		
Section 1	Membership	1
Section 2	Communion Participation	3
Section 3	Discipline of Members	3
Section 4	The Pastors and Professional Staff	4
Section 5	Meetings of the Congregation	5
Section 6	Officers and Council	6
Section 7	Nominating Committee and Audit Committee	9
Section 8	Call Committee	10
Section 9	Reports of Organizations	10
Section 10	Parish Records	10
Section 11	Senior Pastor Call Process - Internal Candidacies	11

WESTWOOD LUTHERAN CHURCH CONSTITUTION

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 the Son and the Holy Spirit.

Chapter 1

NAME AND INCORPORATION

The name of the congregation shall be Westwood Lutheran Church, of St. Louis Park, Minnesota (hereinafter “Congregation”). The Congregation shall be incorporated under the laws of the State of Minnesota.

Chapter 2

CONFESSION OF FAITH

- C2.01 The Congregation confesses the Triune God, Father, Son and Holy Spirit.
- C2.02 The 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 Gods 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 The Congregation accepts the canonical Scriptures of the Old and New Testaments as the divinely inspired Word of God and the authoritative source and norm in all matters of its proclamation, faith and life.
- C2.04 The Congregation accepts the Apostles’, Nicene and Athanasian Creeds as true declarations of the faith of this Congregation.
- C2.05 The 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 The 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 The 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

STATEMENT OF PURPOSE

- C3.01 The purpose of the Congregation shall be to proclaim and propagate the Christian faith through the Means of Grace, and to cooperate in the program approved by the Evangelical Lutheran Church in America.
- C3.02 The Congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

Chapter 4

POWERS OF THE CONGREGATION

- 04.01 The powers of the Congregation shall be those necessary to fulfill its purposes, as set forth in this Constitution.
- C4.02 The powers of the Congregation are vested in the Congregation Meeting called and conducted as provided in this Constitution and By-Laws.
- C4.03 Only such authority as is delegated to the Council or other organizational units in the Congregation's governing documents is recognized. All remaining authority is retained by the Congregation.
- C4.04 Only the Congregation is authorized to:
- a. call a Senior Pastor;
 - b. terminate the call of the Senior Pastor, as provided in C9.07;
 - c. approve the annual budget;
 - d. hold title to and use its property for any and all activities consistent with its purpose;
 - e. sell, mortgage, lease, transfer, or otherwise dispose of real property by any lawful means;
 - f. elect its officers, Council, Audit Committee, Call Committee, Nominating Committee and require them to carry out their duties in accordance with the Constitution, By-Laws and resolutions of the Congregation; except that vacancies shall be filled as provided in C11.07;
 - g. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 5; and

- h. approve a request for the indemnification of or advance of expenses to any person made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Council member, officer, employee, agent or member of any board, committee or commission of this Congregation.
- C4.05 Real property shall not be purchased, disposed of, or encumbered in any manner, nor shall any new construction thereon be made, other than minor improvements, except by resolution adopted by not less than a two-thirds (2/3) majority ballot vote of the members present and voting at a legally called meeting of this Congregation.

Chapter 5

CHURCH AFFILIATION

- C5.01 The Congregation shall be affiliated with the Evangelical Lutheran Church in America or its successor, and of the Minneapolis Area Synod of the Evangelical Lutheran Church in America.
- C5.02 The Congregation claims for itself all the rights and privileges and accepts all the duties and obligations connected with such membership.
- C5.03 The Congregation covenants to support with prayer, personal service and offerings, the life and mission of the Evangelical Lutheran Church in America.
- C5.04 Affiliation with the Evangelical Lutheran Church in America may be terminated as follows:
- a. The Congregation takes action to dissolve.
 - b. The Congregation ceases to exist.
 - c. The 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. The Congregation follows the procedures outlined in C5.05.
- C5.05 The Congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:
- a. A resolution indicating the desire of the Congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of the Congregation by a two-thirds (2/3) majority of the voting members present.
 - b. The secretary of the Congregation shall submit a copy of the resolution to the synodical bishop and shall mail a copy of the resolution to voting members of the Congregation. This notice shall be submitted within ten (10) days after the resolution has been adopted.

- c. The bishop of the synod shall consult with the Congregation during a period of at least ninety (90) days.
 - d. If the 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 (2/3) 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 ten (10) days in advance of the meeting.
 - e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between the Congregation and Evangelical Lutheran Church in America shall be terminated.
 - f. Notice of termination shall be forwarded by the synodical bishop to the secretary of the Congregation and published in the periodical of the Congregation.
- C5.06 If the Congregation is considering relocation, it shall confer with the bishop of the synod before any steps are taken leading to such action.

Chapter 6

PROPERTY OWNERSHIP

- C6.01 Should the Congregation cease to do business and be dissolved, all property and funds remaining after the payment of debts shall, at the election of the Congregation, be distributed to the Evangelical Lutheran Church in America (or its successor) or a corporation, trust foundation, or other organization organized and existing for religious and/or charitable purposes which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as now enacted or as may hereafter be amended.
- C6.02 If the Congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedures for discipline, title to property shall continue to reside in the Congregation.
- C6.03 If a two-thirds (2/3) majority of the voting members of the Congregation present at a regularly called and conducted special meeting of the Congregation vote to affiliate with another Lutheran church body, title to property shall continue to reside in the Congregation.
- C6.04 If a two-thirds (2/3) majority of the voting members of the Congregation present at a regularly called and conducted special meeting of the Congregation vote to affiliate with a non-Lutheran church body, title to property of the Congregation shall continue to reside in the Congregation only with the consent of the Synod Council. The Synod Council, after consultation with the Congregation by the established synodical process, may give approval to the request to affiliate with a non-Lutheran church body, in which case, title shall remain with the majority of the 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 7

MEMBERSHIP

- C7.01 Members of the Congregation shall be those baptized persons on the roll of the 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 By-Laws. There shall be no membership restrictions with respect to race, sex or national origin.
- C7.02 Members shall be classified as follows:
- a. Baptized members are those persons who have been received by the Sacrament of Holy Baptism in the Congregation, or, having been previously baptized in the name of the Triune God, have been received by a letter of transfer from other Lutheran congregations or by affirmation of faith,
 - b. Confirmed members are baptized persons who have been confirmed in the 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 in good standing according to the By-Laws.
 - d. Associate members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this Congregation. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Council of the Congregation.
- C7.03 All applications for confirmed membership shall be submitted to and shall require the approval of the Council.
- C7.04 It shall be the privilege and duty of members of the Congregation to:
- a. make diligent use of the means of grace, both Word and Sacraments;
 - b. strive to live a Christian life in accordance with the Word of God and the teachings of the Lutheran Church;
 - c. support the work of the Congregation and of the Evangelical Lutheran Church in America through contributions of their time, abilities and financial support as biblical stewards.
- C7.05 Membership in the Congregation shall be terminated by any of the following:
- a. death;
 - b. resignation;

- c. transfer or release;
- d. disciplinary action by the Council; or
- e. removal from the roll due to inactivity as defined in the By-Laws.

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

Chapter 8

DISCIPLINE OF MEMBERS

- C8.01 A member who advocates doctrines which are contrary to Holy Scripture and the Confessions of the Church, or who is guilty of conduct that is grossly unbecoming a member of the Body of Christ, shall be subject to discipline. Prior to disciplinary action, reconciliation will be attempted in the spirit of Matthew 18:15-17, proceeding through these successive steps:
- a. private admonition by a pastor;
 - b. admonition by a pastor in the presence of at least two (2) witnesses;
 - c. citation to appear before the Council.
- C8.02 Discipline shall be administered by the Council on behalf of the Congregation.
- C8.03 Procedures for the exercise of discipline shall provide due process and a right of appeal in the manner set forth in the By-Laws.

Chapter 9

THE PASTORS

- C9.01 Pastors of the Congregation shall be persons whose soundness of faith, aptness to teach, and educational qualifications have been examined and approved by the Evangelical Lutheran Church in America, and who have been properly ordained; who accept and adhere to the Confession of Faith of the Evangelical Lutheran Church in America and of the Congregation.
- C9.02 Authority to call a Senior Pastor shall be in the Congregation; (1) by two-thirds (2/3) majority ballot vote of members present and voting at a meeting regularly called for that purpose to call a Senior Pastor who is not a member of the Congregation pastoral staff at the time of the vote; or (2) by eighty-five (85%) percent to call a Senior Pastor who is a member of the Congregation pastoral staff at the time of the vote. Before a Call is issued, the Council or a committee elected by the Congregation to recommend the Call, shall seek the advice and help of the bishop of the synod.
- C9.03 Authority to call a pastor, other than the Senior Pastor, shall be the responsibility of the Council, in consultation with the Senior Pastor.

- C9.04 The specific duties of the pastor, compensation, and other matters pertaining to the initial service of the pastor shall be in a Letter of Call.
- C9.05 The Senior Pastor shall be a voting member of the Council and Executive Committee, an ex-officio non-voting member of the Nominating Committee and an advisory member of all other boards, committees and organizations of the Congregation.
- C9.06 The Call of the 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, shall be terminated only following consultation with the synodical bishop and for the following reasons:
- a. mutual agreement to terminate the call or the completion of a Call for a specific term of years;
 - b. resignation of the pastor;
 - c. inability to conduct the pastoral office effectively in the Congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;
 - d. the physical or mental incapacity of the pastor;
 - e. disqualification of the pastor through discipline on grounds of doctrine, morality or continued neglect of duty; or
 - f. the dissolution of the Congregation.
- C9.07 If, in the judgment of the Council, any pastor is no longer able to serve for any of the reasons set forth in C9.06, sub-paragraphs c-e, the pastor may be requested to resign.

Before a resignation is requested, all parties, including the pastor, shall have the opportunity of being heard at a special meeting of the Council at which the synodical bishop or an authorized representative may be present.

In the event the Council requests resignation, the pastor has the right to request a special meeting of the Congregation. The pastor's request must be delivered in writing to the President of the Council within ten (10) days of the date the Council requested resignation. A special meeting of the Congregation shall then be called to consider the requested resignation of the pastor. Not less than ten (10) days notice of such meeting of the Congregation must be given.

If a pastor's resignation has been requested in the manner here provided and not appealed, or if the Council's resolution requesting a pastor's resignation is appealed and adopted by a majority vote of those present and voting at the special Congregation meeting, the pastor shall vacate the office at the time the Council specifies. Should a pastor fail to do so, the Council shall declare the pastoral office vacant.

C9.08 At a time of pastoral vacancy, an interim pastor may be appointed by the Council, following consultation with the synodical bishop. The interim pastor, and any ordained pastor providing assistance, shall refrain from exerting influence in the selection of a pastor.

Chapter 10

MEETINGS OF THE CONGREGATION

- C10.01 The power and authority of the Congregation shall be exercised through Congregational Meetings, which shall be called and conducted in conformity with Civil laws and the provisions of the Constitution and By-Laws of the Congregation.
- C10.02 The Annual Meeting of the Congregation shall be held annually during January, February or March at a time and on a date determined by the Council. Notice of the meeting shall be given as provided in the By-Laws.
- C10.03 A special Congregation Meeting may be called by the Senior Pastor, the Council or the President of the Congregation or at the written request of one hundred (100) voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted. The President of the Congregation shall call a special meeting upon the request of the bishop of the synod. Notice of the meeting shall be given as provided in the By-Laws.
- C10.04 A quorum for any regular or special meeting of the Congregation shall be one hundred (100) of the voting members.
- C10.05 Voting by proxy or by absentee ballot shall not be permitted.
- C10.06 All actions by the Congregation shall be by majority vote of those present and voting, except as otherwise provided in this Constitution.
- C10.07 Robert's Rules of Order, latest edition, shall govern parliamentary procedures of all meetings of the Congregation.
- C10.08 All pastors of the Congregation shall be notified of the time and place at which a special meeting of the Congregation is to be held.

Chapter 11

OFFICERS AND COUNCIL

- C11.01 At the Annual Meeting, starting in 2006, (i) the president-elect/vice president shall (if the incumbent is in the second year of the president-elect/vice president's term) succeed without a vote, and be deemed elected, to the office of president for a two (2) year term, and (ii) the Congregation shall elect the following officers for the terms indicated:

- a. **A president-elect** (if the incumbent is in the second year of the president-elect's term), who shall also serve as vice president, for a two (2) year term;
- b. **A secretary** (if the secretary is in the final year of the secretary's term) for a four (4) year term; and
- c. **A treasurer** (if the treasurer is in the final year of the treasurer's term) for a four (4) year term.

On March 31, 2005, the terms of all incumbent officers shall terminate and the incumbent president-elect shall succeed without a vote, and be deemed elected, to the office of president for a two (2) year term. At the Annual Meeting of the Congregation in 2005, the Congregation shall elect the following officers (who may be incumbent officers) for the terms indicated: president-elect/vice president for a two (2) year term; secretary for a one (1) year term; and treasurer for a three (3) year term.

- C11.02 The duties of the officers shall be those prescribed in the By-Laws and determined by the Council.
- C11.03 The officers of the Congregation shall also serve as officers of the Council.
- C11.04 **Executive Committee:** The officers of the Congregation and the Senior Pastor shall constitute the Executive Committee. Such other staff, as determined by the Executive Committee, shall serve as ex-officio non-voting members of the Executive Committee. The duties of the Executive Committee shall be those prescribed in the By-Laws and determined by the Council.
- C11.05 The Council shall consist of the Executive Committee and six additional members. The Council shall direct the Congregation's functions between annual meetings. Such other staff and representatives of committees, ministry teams, action groups, and other groups or organizations, as determined by the Council, may be appointed by the Council to serve as ex-officio non-voting members of the Council.
- C11.06 The members of the Council, other than the Senior Pastor, shall be elected at Annual Meetings of the Congregation in accordance with C11.01 and C11.10. Newly elected Council members shall be installed at a worship service before the Congregation.
- C11.07 If a vacancy occurs in an officer's position or other elected Council position, or in a position on a committee elected by the Congregation, the Council shall elect, by majority vote, a successor to serve the remaining portion of the term. If the term extends beyond March 31 following the next annual meeting, the successor shall serve beyond that date only if the successor's election is ratified by the Congregation at the next annual meeting.
- C11.08 No officer shall hold more than one (1) office at a time. No officer shall be eligible to serve more than one (1) consecutive term in the same office, except as otherwise provided in C11.01 or in the By-Laws. No person, other than the Senior Pastor, shall be eligible to serve on the Council for more than seven (7) consecutive years. The service of persons whose terms terminate on March 31, 2005 pursuant to C11.01 and C11.10 shall be included in determining the limitation on their eligibility to serve under the preceding sentence.

C11.09 The voting membership of the Council shall consist of the officers, the other elected Council members and the Senior Pastor. Any voting member of the Congregation may be elected to the Council, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Council shall be declared vacant by a vote of the Council if the member:

- a. ceases to be a voting member of the Congregation;
- b. is absent from three (3) successive regular meetings of the Council without cause;
or
- c. resigns from a Council position.

C11.10 At the Annual Meeting, starting in 2006, the Congregation shall elect, in addition to the officers, two Council members for a three (3) year term, so that one third (1/3) of the six (6) Council members who are not officers are elected each year.

On March 31, 2005, the terms of all incumbent Council members who are not officers shall terminate. At the Annual Meeting of the Congregation in 2005, the Congregation shall elect members (who may be incumbent Council members) to the Council as follows: two (2) members shall be elected to one (1) year terms; two (2) members shall be elected to two (2) year terms; and two (2) members shall be elected to three (3) year terms.

The term of office for officers, other elected Council members, and members of the Audit and Nominating Committees shall commence on April 1. Those newly elected Council members, while not yet voting members of the Council, shall be entitled to attend meetings of the Council until they are installed. Elected Council members may be elected officers if they resign their elected Council position, and officers may, upon the expiration of their term, be elected members of the Council provided that, in neither case, shall such action result in a person's continuous Council membership exceeding the term limit established for Council members in C11.08.

C11.11 The Council shall have general oversight of the life and activities of the Congregation, and in particular, its worship life to the end that everything is done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Council shall include the following:

- a. to lead the 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 the Congregation in worship, learning, witness, service and support;
- c. to oversee and provide the administration of the Congregation and to enable it to fulfill its functions and perform its mission;
- d. to maintain supportive relationship with the pastor(s) and staff and help them annually evaluate the fulfillment of their calling, appointment 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 a pastor;
- h. to emphasize partnership with the synod-wide units of the Evangelical Lutheran Church in America as well as cooperate with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and Evangelical Lutheran Church in America;
- i. to promote a Christian sense of stewardship of time, talents, and treasures among all members of the Congregation;
- j. to assist the pastors and staff in the spiritual care of the Congregation;
- k. to ensure that the provisions of this Constitution and its By-Laws are carried out; and
- l. to exercise such additional duties and responsibilities as is delegated to it by this Constitution, By-Laws and resolutions of the Congregation.

C11.12 The Council shall hold regular meetings on a schedule that it determines from time to time (but not less than six (6) times per year). Special meetings of the Council may be called as prescribed in the By-Laws.

C11.13 The quorum for the transaction of business shall consist of a majority of voting members of the Council.

Chapter 12

NOMINATING, CALL, AND AUDIT COMMITTEES

- C12.01 The Nominating Committee shall annually nominate seven (7) persons, two (2) of whom, if possible, shall be outgoing Council members, to serve for a one-year term on the Nominating Committee as provided in the By-Laws. Members of the committee shall be elected at the Annual Meeting of the Congregation. No person shall serve more than three (3) successive terms as a member of the committee.
- C12.02 The Nominating Committee shall secure nominees for:
- a. all vacancies in officer positions;
 - b. all vacancies in other elected Council positions; and
 - c. all memberships on the Audit Committee, the Nominating Committee and a Call Committee.
- C12.03 When a vacancy occurs in the position of Senior Pastor, and a Call Committee is required by Section 11 of the By-Laws, a Call Committee shall be elected by the Congregation in the manner set forth in the By-Laws. The Call Committee shall screen potential non-Congregation pastoral staff candidates for the Senior Pastor position using criteria for the position provided by the Council as set forth in Section 11 of the By-Laws and make recommendations to the Congregation.
- C12.04 An Audit Committee of three members, none of whom may be members of the Council, shall be elected at the Annual Meeting of the Congregation. Except as provided below in C12.04, the term of office shall be three (3) years, with one member elected each year. No member shall be eligible to serve more than six (6) consecutive years on the committee. At the Annual Meeting of the Congregation in 2005, notwithstanding the above provisions of C12.04, members (who may be incumbent Audit Committee members) shall be elected to the committee as follows: one (1) member shall be elected to a one (1) year term; one (1) member shall be elected to a two (2) year term; and one (1) member shall be elected to a three (3) year term.

Chapter 13

OTHER CONGREGATIONAL COMMITTEES, MINISTRY TEAMS AND ORGANIZATIONS

- C13.01 Other congregational committees, ministry teams, action groups and other groups may be formed and dissolved as the need arises by decision of the Council.
- C13.02 Duties of other congregational committees, ministry teams, action groups and other groups shall be specified by the Council.
- C13.03 All organizations within the Congregation shall exist to aid it in ministering to the members of the Congregation and to all persons who can be reached with the Gospel

of Christ. As outgrowth and expressions of the Congregation's life, the organizations are subject to its oversight and direction. The Congregation, at its Annual Meeting, shall receive reports concerning their membership, work and finances.

- C13.04 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 Council.

Chapter 14

BY-LAWS

- C14.01 The Congregation shall adopt such By-Laws as may, from time to time be necessary. No By-Law may conflict with this Constitution.
- C14.02 By-Laws may be adopted or amended at any legally called and conducted meeting of the Congregation by a majority vote of those voting members present and voting.

Chapter 15

AMENDMENTS

- C15.01 Amendments to the Constitution may be proposed by at least fifty (50) voting members of the Congregation or by the Council. Any amendments proposed by voting members shall be filed with the Council in writing with the signatures of at least fifty (50) voting members affixed.
- C15.02 The Council shall call a special meeting of the Congregation to consider the proposed amendment. With respect to an amendment proposed by voting members, such meeting shall be called within ninety (90) days of the date the amendment was filed with the Council.
- C15.03 The Council shall mail the proposed amendment to all voting members of the Congregation at least thirty (30) days before the special meeting called for purposes of acting upon the proposed amendment. With respect to an amendment proposed by voting members, such mailing shall also include a statement as to whether the Council supports or opposes the amendment and the reasons therefore.
- C15.04 This Constitution may be amended only if the proposed amendment receives approval by a two-thirds (2/3) majority vote of those members present and voting at the special meeting of the Congregation called for the purposes of acting upon the proposed amendment.
- C15.05 Any amendment to this Constitution, when approved by the Congregation, shall be sent by the secretary of this Congregation to the synod.

2/15/1994
Revised: 4/1996
Revised: 9/12/2004

WESTWOOD LUTHERAN CHURCH

BY-LAWS to the CONSTITUTION

Section 1

MEMBERSHIP

(See Chapter 7 of Constitution)

S1.01 **Baptized Members**

- a. A child, one or both of whose parents or guardians are members of the Congregation, shall, upon receiving Baptism, become a baptized member.
- b. A child, neither of whose parents or guardians is a member of the Congregation, shall, upon receiving Baptism, become a baptized member of the Congregation unless for good reason the child is to be a baptized member of another congregation, in which case his/her membership shall be transferred to that congregation.
- c. A child baptized in another congregation shall be received as a baptized member in this Congregation when a letter of transfer has been received.
- d. An unbaptized adult who has received instruction and has given evidence of understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church, shall, upon confession of faith and Baptism, become a baptized member of the Congregation.
- e. When one or both parents of baptized children are received into the membership of the Congregation, such children shall be received as baptized members with the consent of the member parent or parents.
- f. When a baptized child is an orphan or a ward of someone who moves into the area served by this Congregation, the child may be received as a baptized member when it is commended to the care of this Congregation by the congregation which baptized the child.
- g. When the parents of a baptized child are not members of the Lutheran Church, but desire to have their child within the pastoral care of the Congregation, the child may be received as a baptized member.

S1.02 **Confirmed and Voting Members**

- a. A baptized adult, not previously a confirmed member of a Lutheran congregation, shall become a confirmed and voting member of the Congregation after receiving instruction, giving evidence of understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church, and

publicly affirming his/her faith.

- b. A baptized member of the Congregation shall become a confirmed member through the Rite of Confirmation; except that an adult who has become a baptized member in accordance with the provisions of S1.01(d) of the By-Laws shall be considered a confirmed member without participation in the Rite of Confirmation.
- c. An applicant for membership who presents a letter of transfer which certifies that he/she is a confirmed member in good standing of a Lutheran congregation shall become a confirmed member of this Congregation upon approval by the Council. The acceptance of the applicant shall be reported to the Congregation.
- d. An applicant for membership who presents evidence of confirmation in a Lutheran congregation, but does not have a letter of transfer, shall be admitted to confirmed and voting membership when the Council has determined that he/she meets the standards of Christian faith and life indicated in the Constitution and By-Laws, and when the applicant has reaffirmed that faith before the Congregation.
- e. The Council shall determine the roster of confirmed and voting members of the Congregation in accordance with the provisions of the Constitution and By-Laws. The roster of voting members shall be available at all regularly called meetings of the Congregation.

S1.03 Discontinuance of Membership

- a. The Congregation shall, in the event of the departure of a member from the community it serves, encourage the member to request a transfer to a Lutheran congregation which can serve him/her effectively. Should the member fail to request a transfer, a Lutheran congregation in the community of the member's new residence shall be notified.
- b. A confirmed member in good standing desiring to change his/her membership to another Lutheran congregation shall, upon request, receive a letter of transfer.
- c. A confirmed member who, in the judgment of the Council, shows no interest in attending church services and does not partake of Holy Communion for a period of one year, and who does not contribute to the Congregational treasury according to the Congregation's records for a period of one year, shall be requested in writing by letter from the President of the Congregation to reaffirm within sixty (60) days his/her desire to retain membership. Those who fail to reply shall be presumed to no longer desire membership and shall lose the right to vote, and membership shall be terminated in Westwood Lutheran Church.
- d. Members who have been dismissed, or who have resigned or transferred to other Lutheran congregations, or who are definitely known to have become members of other congregations without transfer, have thereby terminated their membership in this Congregation and have surrendered all membership rights.

- e. A child, neither of whose parents or guardians is a member of the Congregation, may be removed from the roster of baptized members if the child fails to participate in the life and worship of the Congregation.

Section 2

COMMUNION PARTICIPATION (See Chapter 7 of Constitution)

- S2.01 Westwood Lutheran Church, St. Louis Park, Minnesota (hereinafter the “Congregation”) invites all of its members and visitors who have been prepared to receive the Sacrament, to participate regularly in Holy Communion.
- S2.02 Preparation for Holy Communion will normally be provided for persons as young as ten years of age.
- S2.03 It shall be made known to prospective participants that the belief of this Congregation is:

Participation in the Lord’s Supper is the reception of “the body and blood of our Lord Jesus Christ given with bread and wine, instituted by Christ himself for us to eat and drink.”

We hold that a “person is well prepared and worthy who believes these words, ‘given and shed for you for the remission of sins.’ But anyone who does not believe these words, or doubts them, is neither prepared nor worthy, for the words ‘for you’ require simply a believing heart.”
- S2.04 Records of participation in Holy Communion shall be maintained.

Section 3

DISCIPLINE OF MEMBERS (See Chapter 8 of Constitution)

- S3.01 A person who is requested to appear before the Council for possible discipline shall be advised in writing no less than ten (10) days prior to the hearing. The written notice shall include the time and place of the hearing, and shall specify the exact reason for the possible discipline. If a person fails to appear at the time and place without valid excuse, the Council may proceed with the hearing and may reach its conclusions in his/her absence.
- S3.02 Should the person be found guilty by a two-thirds (2/3) vote of the members of the Council, the Council may impose one of the following:
 - a. Censure before the Council.
 - b. Suspension from membership until evidence is given of injustice, or sufficient

repentance and amendment.

- c. Exclusion from membership and denial of the Sacraments.

In the event of the imposition of b. or c. above, the action of the Council shall be in writing.

- S3.03 The member against whom disciplinary action has been taken by the Council shall have the right to appeal the decision to the Synod Council. Such right may not be abridged, and the decision of the Synod Council shall be final.

Section 4

THE PASTORS AND PROFESSIONAL STAFF (See Chapter 9 of Constitution)

- S4.01 Consistent with the faith and practice of the Evangelical Lutheran Church in America, every ordained minister shall preach the Word, administer the sacraments, conduct public worship, provide pastoral care, and shall speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world. Each ordained minister with a congregational call shall, within the Congregation, offer instruction, confirm, marry, visit the sick and distressed, and bury the dead; supervise all schools and organizations of the Congregation; shall install regularly elected members of the Council, and with the Council administer discipline. Every pastor shall seek out and encourage qualified persons to prepare for the ministry of the Gospel and strive to extend the Kingdom of God in the community, in the nation, and abroad; shall impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and shall endeavor to increase the support given by the Congregation to the work of the Evangelical Lutheran Church in America and of the synod of the ELCA.
- S4.02 In the event of a vacancy in the position of Senior Pastor and where the Congregation has not called a member of the Congregation pastoral staff to be the new Senior Pastor, as provided in Section 11 of these By-Laws, the Nominating Committee shall nominate and the Congregation shall, in accordance with Section C12.03 of the Constitution and Section 8 of these By-Laws, elect a Call Committee.
- S4.03 When the Congregation has voted to call a Senior Pastor, it shall issue a Letter of Call to the pastor-elect. It shall be signed by the President and the Secretary at the time the Call was voted.
- S4.04 A Call to a pastor shall normally be for an indefinite time. However, a Call issued to an assistant pastor may be for a definite time.
- S4.05 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 and the Council. As occasion requires, the documents may be revised through a similar consultation.

- S4.06 If a pastor receives a Call to another ministry, the pastor shall consult the Council, or, if he/she desires, the Congregation, before reaching a decision. The pastor shall announce his/her decision as quickly as possible, normally within three weeks. The pastor shall also notify the bishop of the synod of the decision. When a Call has been accepted, the pastor shall terminate his/her ministry as soon as feasible, normally within a month.
- S4.07 Calls to laypersons to positions on the professional staff shall be made in accordance with the procedures established by the Council under S6.04.b.1.
- S4.08 The specific duties of the professional layperson, compensation and other matters pertaining to the initial service of the layperson shall ordinarily be in a Letter of Call.

Section 5

MEETINGS OF THE CONGREGATION (See Chapter 10 of Constitution)

- S5.01 Announcement of the time and place of any meeting of the Congregation shall be made at two public services immediately preceding the meeting, said services to be at least a week apart; and in such publications as the Congregation or the pastor may periodically issue, or by written notice to the voting members mailed not less than ten (10) days in advance of the meeting.
- S5.02 The current roster of voting members shall be available at each meeting of the Congregation.
- S5.03 The Congregation shall receive reports from all organizations of the Congregation at the annual meeting. Such reports, including a financial statement, shall be submitted in writing to the President not less than fourteen (14) days before such meeting.
- S5.04 Unless otherwise ordered, parliamentary procedures shall be in accordance with Robert's Rules of Order, including the order of business.
- S5.05 Written ballot shall be used:
- a. when there is more than one nominee per vacancy,
 - b. to adopt or amend the Articles of Incorporation, Constitution, or By-Laws of the Congregation,
 - c. to call a senior pastor or to request the resignation of a pastor,

- d. to sever membership in the Evangelical Lutheran Church of America,
- e. to dispose of, encumber, or purchase real property,
- f. whenever so requested by ten (10) or more voting members present.

S5.06 Nominations of candidates for office shall be made by the Nominating Committee as described in Section 7 of the By-Laws.

Section 6

OFFICERS AND COUNCIL (See Chapter 11 of Constitution)

S6.01 General Procedures

- a. **Eligibility:** Pastors on the Congregation's staff shall not be eligible to serve as an officer or Council member except as provided in Sections C9.05, C11.05 and C11.09 of the Constitution. Any voting member of the Congregation may be nominated to serve as an officer or Council member, or may serve as a member of a committee, ministry team, action group or other group formed under the Constitution.
- b. **Forfeiture:** An officer or Council member shall forfeit his/her membership or office if the person's place on the Council is declared vacant under Section C11.09 of the Constitution.
- c. **Term of Office:** Except as otherwise provided in the Constitution, all terms of office for officers and other elected Council members shall begin at 12:01 a.m. on the first day of April following election and shall expire at twelve o'clock (12:00) midnight on the thirty-first (31) day of March in the year in which their terms conclude.
- d. **Vacancy:** If a vacancy occurs in an officer's position or on the Council, the Council shall, by majority vote, fill the vacancy for the remaining portion of the term. An unexpired term of one (1) year or less shall not preclude the incumbent chairperson from being re-elected to another term.

S6.02 Officers: The duties and functions of each officer of the Congregation shall be as follows:

- a. The President shall prepare the agenda for, and preside over, the business meetings of the Congregation, the Executive Committee, and the Council. The President shall, as presiding officer, have a vote at Council meetings only in case of a tie and shall be an ex-officio non-voting member of all committees and organizations of the Congregation, except the Nominating Committee.
- b. The President-Elect shall assume the duties of the President during the absence or disqualification of the President, shall be responsible for the coordination and

preparation of the annual budget and shall assist the President in preparing the agenda for Council meetings and in carrying out the President's duties, together with such other duties as the President may assign. The President-Elect shall attend the meetings of the Council as a voting member unless serving in place of the President, when he/she shall have a vote only in case of a tie.

- c. The Secretary shall be responsible for the minutes of the Congregation and Council business meetings and shall be a voting member of the Council. The Council meeting minutes shall be available for review to all members of the Congregation upon request at the church office. The Secretary shall, in cooperation with the Senior Pastor, preserve the Congregation's archives. The Secretary shall, whenever requested by the Council or Congregation, provide the President with a correct alphabetical list of the Congregation.
- d. The Treasurer shall be custodian of all the funds of the Congregation, shall review disbursement of such funds in accordance with the approved budget and resolutions of the Congregation and shall be a voting member of the Council. The Treasurer shall present an account of the financial status of the Congregation at the annual meeting, and provide the Council with such periodic reports as it shall request.

S6.03 Executive Committee: A special meeting of the Executive Committee may be called by the President or any two (2) of its members. The duties and functions of the Executive Committee shall be:

- a. In consultation with the Senior Pastor, to conduct the business of the Congregation between Council meetings.
- b. To review the agenda for the Council meetings and make recommendations to the Council.

S6.04 Church Council:

- a. Meetings: In addition to the provisions of the Constitution and general provisions above, the following shall govern the conduct of the Council meetings:
 - 1. A quorum for any regular or special meeting shall be a majority of its voting members.
 - 2. Business brought before the Council for approval must be approved by a minimum of six (6) of the voting members present in order to be considered passed.
 - 3. A special meeting of the Council may be called by the President, the Senior Pastor, or by majority action of the Executive Committee, or by any two (2) members of the Council. Notice of such meeting shall be given to each Council member not less than five (5) days prior to the meeting and shall be announced at a public service if one is held during that period.

4. The Council shall conduct meetings as provided in Section C11.12 of the Constitution. The meetings shall be open to members of the Congregation, who shall have the right to speak, but shall not have a vote, subject to the right of the Council to conduct any business it deems appropriate in executive session, with only voting members of the Council present. The Council shall publish in the Sunday bulletin, or in such other manner as it deems appropriate, the dates of its regular meetings and, to the extent practical, the dates of its special meetings.
- b. General Duties of Council: In addition to the duties and responsibilities provided in the Constitution, the Council shall:
1. Establish policies related to all Congregation operations, including but not limited to, personnel, property, financial and legal matters.
 2. Review reports from the Treasurer to ascertain that the expenditures are within the budget approved by the Congregation.
 3. Prepare an annual budget to submit to the Congregation for approval.
 4. Assure that the Treasurer and others who have access to the funds of the Congregation are adequately bonded.
 5. Assure that proper financial controls are in place and review Audit Committee reports required by S7.07 of these By-Laws.
 6. Schedule, and establish the agenda for, periodic joint meetings of the Council and representatives of such other committees, ministry teams, action groups and other groups as the Council deems appropriate.
 7. Establish procedures for (a) the appointment of chairpersons of the committees named in the Constitution; and (b) the appointment of members to, and chairpersons of, other committees, ministry teams, action groups and other groups.
 8. Exercise discipline of members in accordance with the provisions of Chapter 8 of the Constitution and these By-Laws.
 9. Establish procedures for the selection of Congregation members to (a) serve as voting members of the Synod Assembly, and (b) represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member.
 10. Review the Constitution and these By-Laws at least once every five years to determine whether any changes are deemed necessary or appropriate. The Council may appoint a task force to conduct the review and make recommendations to the Council.

Section 7

NOMINATING COMMITTEE AND AUDIT COMMITTEE (See Chapter 12 of Constitution)

- S7.01 Members of the Nominating Committee shall serve one (1) year terms commencing April 1 of each year.
- S7.02 The Nominating Committee shall nominate one or more candidates for each office to be filled and shall secure the consent of each candidate.
- S7.03 The list of nominees shall be presented to the Congregation in conjunction with the announcements of the meeting of the Congregation at which the elections are to take place.
- S7.04 In addition to the candidates submitted by the Nominating Committee, additional nominations may be made from the floor, providing the consent of the candidate has been secured.
- S7.05 The Council shall fill vacancies on the Nominating Committee.
- S7.06 The Nominating Committee shall secure nominees for Call Committees.
- S7.07 The Audit Committee shall determine and oversee a process for the review of financial statements, insurance coverage, and financial procedures that cover the previous fiscal year of the Congregation and shall report its findings in writing to the Council.

Section 8

CALL COMMITTEE (See Chapter 12 of Constitution)

- S8.01 A Call Committee shall be formed when required to replace a resigned Senior Pastor after completion of the processes or decisions set forth in Section 11 of these By-Laws. The Call Committee shall consist of not less than seven (7) members of the Congregation. Members will be nominated by the Nominating Committee and elected by the Congregation at an annual meeting or a special Congregational meeting called for this purpose. The term for Call Committee members will terminate upon installation of the newly called pastor.

Section 9

REPORTS OF ORGANIZATIONS (See Chapter 13 of Constitution)

- S9.01 Any organization maintaining its own financial accounts separate from the Congregation accounts, shall submit a financial report to the Treasurer at least three (3) weeks prior to the Annual Meeting. The Treasurer shall include such reports in his/her report to the meeting, and see that they are properly audited by the auditing committee.

Section 10

PARISH RECORDS

- S10.01 The records of the Congregation shall be and remain the property of the Congregation. The Senior Pastor shall be responsible for the maintenance of the records, except as otherwise provided herein. Upon the termination of his/her service to the Congregation, the Senior Pastor shall have brought the records up to date prior to departure. The records shall consist of:
- a. The roster of baptized, confirmed, and voting members.
 - b. The ministerial acts performed by the pastor(s).
 - c. The minutes and reports of the Minneapolis Area Synod of the Evangelical Lutheran Church in America.
 - d. The minutes of the meetings of the Congregation and Council, for which the Secretary of the Congregation is responsible.
 - e. The financial records of the Congregation, for which the Treasurer of the Congregation is responsible.
- S10.02 The Senior Pastor shall report to the Minneapolis Area Synod of the Evangelical Lutheran Church in America such statistics as may be required and shall annually report to the Congregation a summary of ministerial acts.

Section 11

SENIOR PASTOR CALL PROCESS – INTERNAL CANDIDACIES (See Chapter 12 of the Constitution)

- S11.01 At the next regular or special meeting of the Council following the date the Senior Pastor announces his or her resignation or following the date the office becomes otherwise vacant pursuant to Section C9.06 or C9.07 of the Constitution, the Council shall address the issue of whether to call an interim senior pastor as set forth in C9.08.
- S11.02 At the same meeting referenced in Section S11.01 above, the Council shall determine whether an assessment of the Congregation's needs in a Senior Pastor should be carried out. If the Council determines that a needs assessment is not necessary, it must establish criteria to be used by the Congregation and a Call Committee, if formed, in evaluating candidates for Senior Pastor. If the Council determines that a needs assessment is necessary, the assessment and the establishment of evaluation criteria shall be completed within sixty (60) days of the meeting referenced above.
- S11.03 Concurrent with the needs assessment process or otherwise promptly after the office of Senior Pastor becomes vacant, the Executive Committee shall determine whether any then-current Congregation pastoral staff members ("Internal Candidates") seek or would allow themselves to be candidates for Senior Pastor. If there are none, then no

later than a date established by the Council, each Congregation pastoral staff member shall submit a letter expressing his or her respective, unconditional non-candidacy. The Council shall then direct the Nominating Committee to nominate a Call Committee in accordance with Section S4.02 of these By-Laws.

- S11.04 If one or more Internal Candidates declares a desire or willingness to be a candidate for Senior Pastor, the Executive Committee shall immediately contact the synod to begin the candidate background check, as required by Minnesota law. If more than one Internal Candidate is eligible under the statutory standard, the Council, in consultation with the synod, shall select one candidate in any manner the Council deems appropriate, using the criteria established for evaluating the Congregation's needs in a Senior Pastor.
- S11.05 After consultation with the Council and synod, the selected Internal Candidate shall determine whether he or she seeks a Congregational vote on the Call. If the Candidate does not seek a Congregational vote or decides to withdraw at any time prior to a vote, he or she shall promptly notify the Council in writing of the decision. The Council shall then direct the Nominating Committee to nominate a Call Committee in accordance with Section S4.02 of these By-Laws.
- S11.06 If the Candidate requests a Congregational vote, the Council shall give the required notice of a special Congregational meeting for that purpose. The Council shall not issue any recommendation of or opposition to the Candidate, but limit any statement to the Congregation that the Candidate is eligible to be called and seeks the Call for Senior Pastor. Such Congregational vote shall be held no later than one hundred and twenty days (120) after the office of Senior Pastor became vacant, and notices of the meeting shall be issued accordingly. Prior to the vote, the Council may hold a forum or forums for the purpose of allowing the Congregation to ask questions of the Candidate.
- S11.07 The Congregational vote to call the Internal Candidate shall be in accordance with Sections C9.02 and C10.03 of the Constitution.
- S11.08 If consideration of all Internal Candidates has been completed as set forth in this Section 11 and the Senior Pastor position remains unfilled, the Council shall direct the Nominating Committee to nominate a Call Committee in accordance with Section S4.02 of these By-Laws. The Call process shall then be carried out in accordance with Sections C9.02 and C12.03 of the Constitution.

February 15, 1994
Revised: February 1997
Revised: September 12, 2004
File: By-Laws – new.doc