



Constitution & Bylaws

Mount Zion Evangelical Lutheran Church of Waterloo

29 Westmount Road, Waterloo, Ontario

“Striving to reflect God’s unconditional love, we are committed to understanding and acting on the needs of society and God’s creation. We respond to those needs with our gifts, talents, skills, and assets.”

Bylaw 1 (Draft Revision)

The Constitution and Bylaws of Mount Zion Evangelical Lutheran Church of Waterloo Waterloo Ontario

PREAMBLE	2
----------	-------	---

CONSTITUTION

ARTICLE I	Name	2
ARTICLE II	Confession of Faith	3
ARTICLE III	Purpose and Objectives	3

BYLAWS

PART I	Membership	6
PART II	Reconciliation and Discipline of a Member	7
PART III	Authority	8
PART IV	Relationship to the Evangelical Lutheran Church in Canada (ELCIC)	9
PART V	Office of the Ministry	10
PART VI	Congregational Meeting.....	11
PART VII	Congregational Council and its Officers.....	13
PART VIII	Duties of the Congregational Council Officers	18
PART IX	Amendments	19

PREAMBLE

In the name of the Father, and of the Son, and of the Holy Spirit. Amen.

Recognizing that the Church of Jesus Christ and its unity is found in "the assembly of believers among whom the Gospel is preached in its purity and the Holy Sacraments are administered according to the Gospel," and desiring to unite as a congregation in the common confession, defense and proclamation of our faith in Jesus Christ our Saviour, we the members of the Church of Christ adopt this constitution and bylaws and pledge ourselves to be governed by their provisions.

CONSTITUTION

ARTICLE I

Name

- Section 1. The name of this congregation shall be Mount Zion Evangelical Lutheran Church of Waterloo located in Waterloo, Ontario.
- Section 2. Not-for-Profit Corporations Act, 2010, S.O. 2010, CHAPTER 15
Date of incorporation: November 1, 1989
Incorporation number: 000855952
- Section 3. If any of the provisions contained in this Constitution and Bylaws are inconsistent with those contained in the Articles of Incorporation (Articles of Amendment), the provisions contained in the Articles shall prevail.
- Section 4. In this Constitution and Bylaw and all other Bylaws and Resolutions of the congregation unless the context otherwise requires, the following definitions shall apply:
- a. *Act* means the Not-for-Profit Corporations Act (Ontario) 2010, S.O. 2010, CHAPTER 15 as amended from time to time.
 - b. *Articles* has the meaning as prescribed in the Act and includes the letters patent incorporating the congregation, as from time to time amended and supplemented by supplementary letters patent.
 - c. *Church* with a capital letter is used in reference to the one, holy, catholic, and apostolic Church. In references to the Evangelical Lutheran Church in Canada (ELCIC) the words "church" and "the church" in lower case letters are employed.
 - d. *Congregational Council* means the board of directors as identified in the Act, and *Councillors* means directors.
 - e. *Congregation* means the corporation known as Mount Zion Evangelical Lutheran Church of Waterloo.
 - f. *Member(s)* and *membership* refer to voting and/or non-voting members.

- g. *Non-voting members* are defined in Part I of the Bylaws.
- h. *Rostered minister* is defined in Part V of the Bylaws.
- i. *Synod* means the Eastern Synod of the ELCIC.
- j. *Voting members* are defined in Part I of the Bylaws.

ARTICLE II

Confession of Faith

The Confession of Faith shall be that of the Evangelical Lutheran Church in Canada (ELCIC) as follows:

- Section 1. This congregation confesses the triune God—Father, Son and Holy Spirit—as the one true God. It proclaims the Father as Creator and Preserver; his Son, Jesus Christ, as Redeemer and Lord; and the Holy Spirit as Regenerator and Sanctifier.
- Section 2. This congregation confesses that the gospel is the revelation of God's saving will and grace in Jesus Christ, which he imparts through Word and Sacrament. Through these means of grace the Holy Spirit creates believers and unites them with their Lord and with one another in the fellowship of the Holy Christian Church.
- Section 3. This congregation confesses the Scriptures of the Old and New Testaments as the inspired Word of God, through which God still speaks, and as the only source of the church's doctrine and the authoritative standard for the faith and life of the church.
- Section 4. This congregation subscribes to the documents of the *Book of Concord of 1580* as witnesses to the way in which the Holy Scriptures have been correctly understood, explained and confessed for the sake of the gospel, namely:
 - a. The Apostles', the Nicene, and the Athanasian Creeds as the chief confessions of the Christian faith;
 - b. The unaltered *Augsburg Confession* as its basic formulation of Christian doctrine;
 - c. *Luther's Small Catechism* as a clear summary of Christian doctrine; and
 - d. The *Apology of the Augsburg Confession*, *Luther's Large Catechism*, the *Smalcald Articles with the Treatise*, and the *Formula of Concord* as further witnesses to the unaltered *Augsburg Confession*.

ARTICLE III

Purpose and Objectives

- Section 1. This organization shall be carried out without purpose of gain for its members, and any profit and other gains to the organization shall be used in promoting its objectives.
- Section 2. This congregation is a worshipping, learning, witnessing and serving community of baptized persons among whom the Word is proclaimed and the Sacraments are administered according to the Gospel, and whose existence is recognized by the ELCIC. It shall provide support to enable the fulfillment of the mission and ministry of the ELCIC.
- a. **Worship.** This congregation, remembering God's mighty acts in the past, celebrating God's abiding presence, and moving toward God's promised fulfillment, will listen to the Word of God in Scripture and preaching, receive the Sacraments, and respond with confession, prayer, praise, thanksgiving, and with tithes and offerings. In order to assist members to acknowledge God's rule over their lives, their own unity as Christ's body on earth, and to express their relationship with God in public and in private, the congregation shall gather for worship regularly and, in accordance with the traditions of the Lutheran Church, recruit, equip and support members for leadership in worship, use appropriate worship materials, and make certain that worship has a place in other functions of the congregation.
 - b. **Learning.** This congregation shall develop an educational program designed to assist persons to grow in grace and faith and in the knowledge of the Scriptures and the Lutheran Confessions for service and witness in the world. To this end, it shall provide learning opportunities with appropriate curriculum, shall recruit, equip and support educational leaders, and shall ensure that adequate study undergirds all functions of the congregation.
 - c. **Witnessing.** This congregation, relying on the Holy Spirit, shall proclaim the Gospel by word and deed and thereby invite all people to repent and believe. This congregation shall recruit, motivate, equip and support its members to witness to their faith at every opportunity in daily life so that the Lord is glorified, the fellowship is strengthened, the lapsed are restored and new members are added to the congregation. It shall provide for the communication of the Gospel through partnership with the wider Christian community. It shall assure that all congregational functions witness to the faith of the church.
 - d. **Service.** This congregation shall live by faith active in love. It shall motivate, equip and support its members to: minister in daily life; participate as members of a caring community; serve as Christians in all the institutions and structures of the society of which they are a part; and promote justice and reconciliation, meet human needs

and alleviate suffering, both individually and corporately. In these efforts, this congregation shall cooperate with the synod and the ELCIC, other Christian churches, faith communities and groups in society. It shall make certain that all its functions strengthen the motivation and ability for service.

- e. Support. This congregation, in faithfulness to God, shall provide leadership, organizational structures, facilities and funds to enable fulfillment of its functions. This congregation shall strive to maintain effective stewardship practices, evaluate regularly the total life and ministry of this congregation, and recruit, equip and support members of this congregation to provide for these activities.

BYLAWS

PART I

Membership

Section 1. United in one Lord, one faith and one baptism, the members of the congregation are to be constant in worship and in the study of the Holy Scriptures, regularly nourishing their life in Christ in the partaking of the Sacrament of Holy Communion, presenting their children for Holy Baptism and providing for their Christian instruction.

The members are called by the Spirit to lead godly lives, to promote the unity and welfare of this congregation in the bond of peace, to proclaim the Gospel and to renounce the evil one. The commitment of each baptized member to this call is to be expressed through the ELCIC, its synods and this congregation by a life of repentance, faith, prayer and the sharing of resources.

Section 2. Members of this congregation are identified either as non-voting members or voting members.

Section 3. The non-voting membership of this congregation consists of those persons who:

- a. have been baptized in this congregation; or,
- b. having been previously baptized in the name of the Triune God, have been received by:
 - i. transfer from another Lutheran congregation, or another congregation of a church in full communion with the ELCIC,
 - ii. confirmation, or
 - iii. affirmation of faith.

Section 4. In addition to the criteria in Section 3, the eligibility of voting membership of this congregation consists of those persons who:

- a. have attained the age of 18 years; and,
- b. have been admitted into voting membership by application to the Congregational Council, who in its sole discretion, may receive the person into membership by a council resolution. Anyone so received shall be given written notice of the council's action.

Section 5. Lists of voting members and non-voting members shall be continuously maintained on a membership roster.

Section 6. Voting members and non-voting members, who have not, for a period of one (1) year, partaken of the Sacrament of Holy Communion, supported and participated in the life and worship of the congregation will, when practicable, be contacted by the rostered minister and/or a Congregational Council member who will encourage the member to active membership.

- Section 7. Prior to each annual meeting of the congregation, the Congregational Council shall review the voting membership roster to ensure that:
- a. changes have been recorded; and
 - b. voting members and non-voting members who have not, for a further period of one (1) year, returned to active participation may, at the sole discretion of the Congregational Council, be removed from membership. Anyone so removed shall be given written notice of the council's action.
- Section 8. Voting or non-voting membership in the congregation shall be terminated by any of the following:
- a. death;
 - b. resignation;
 - c. transfer or release;
 - d. exclusion as a result of discipline; or
 - e. removal from membership

PART II

Reconciliation and Discipline of a Member

- Section 1. In situations when a member:
- a. causes strife or division within the congregation;
 - b. advocates doctrines which are contrary to the Holy Scriptures and the Confessions of the Church; or
 - c. has engaged in conduct that is unbecoming a member of the body of Christ;
- the goal of the congregation shall be reconciliation using restorative practices and/or mediation in accordance with Matthew 18:15-18.
- Section 2. When, in the opinion of the Congregational Council, reconciliation cannot be achieved, the Congregational Council shall administer discipline. A person who is requested to appear before a properly called meeting of the Congregational Council 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 hearing. If a person fails to appear at the time and place without valid excuse, the Congregational Council, with a quorum present, may proceed with the hearing and may reach its conclusion in the member's absence. Should the Congregational Council by a two-thirds (2/3) vote of those present and voting support disciplinary action, the Congregational Council shall impose one of the following:
- a. censure before the Congregational Council or the congregation,
 - b. suspension from membership until evidence is given of sufficient repentance and amendment,
 - c. exclusion from membership and participation in the life of the congregation.

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

- Section 3. There shall be a right of appeal to the congregation according to a policy approved by the Congregational Council and shall include consultation with the bishop of the synod.
- Section 4. Right of further appeal from a decision of the congregation shall be as provided in the constitution and bylaws of the synod.

PART III

Authority

- Section 1. This congregation shall operate in accordance with this constitution and bylaws, including owning its own property, making decisions in regard to its programming, calling its rostered minister(s) after consulting with the bishop of the synod, and is subject to the authority of the ELCIC and its synods as expressed in their constitutions and bylaws as enacted from time to time retaining authority in all other matters that have not been committed to the ELCIC or its synods in their constitutions or bylaws or by subsequent enactments.
- Section 2. The congregation shall operate in accordance with all applicable laws and regulations.
- Section 3. The fiscal year end of the congregation shall be December 31, of each year.
- Section 4. The authority of the congregation shall be vested in the congregational meeting, called and conducted in the manner provided in these bylaws, and in the Congregational Council and its committees as provided by these bylaws or as assigned by the congregational meeting.
- Section 5. Real property shall not be purchased, disposed of or encumbered in any manner except by resolution adopted by no less than a two-thirds (2/3) vote of the voting members present and voting at a properly called meeting of the congregation.
- Section 6. The Congregational Council shall advise the bishop of the synod when the congregation is:
- a. experiencing strife and division;
 - b. finding it impractical to function according to its bylaws (e.g. holding regular Congregational Council meetings; holding an annual meeting; electing the required number of Congregational Council members; complying with corporate, income tax or other legal obligations; obtaining quorum for congregational meetings; operating and fulfilling its purpose and objectives (ARTICLE III); fulfilling its duties and obligations with being part of the ELCIC

(PART IV, Section 2);)

- c. desiring to relocate, merge or amalgamate with another congregation;
- d. considering dissolution; or
- e. considering gifting or disposing of a portion of its assets (including real property) valued in excess of 25% of its operating budget.

Section 7. Should this congregation's voting membership so diminish in numbers or resources as to render it impossible or impractical for the congregation to function according to its constitution and bylaws, the bishop of the synod shall arrange a consultation with any remaining voting members after which Synod Council may deem the congregation defunct. If the congregation is deemed to be defunct, the Synod Council shall appoint trustees, including where feasible, members of the former congregation, who shall take charge and control of the property of said congregation to hold, manage and convey the same on behalf of the former congregation.

Section 8. Should this congregation wish to merge with another congregation that is a member of the synod of which this congregation is a member congregation, or should this congregation, with the consent of the synod, wish to merge with another congregation from another denomination:

- a. this congregation shall do so only in accordance with a resolution adopted by no less than two-thirds (2/3) of the voting members present and voting at a properly called meeting prior to such merger, and all property real, personal and mixed shall be transferred or disposed of; and,
- b. the proceeds of such disposition shall be distributed or the property shall be transferred in accordance with such resolution adopted by no less than two-thirds (2/3) of the voting members present and voting at a properly called meeting.

Section 9. Should this congregation dissolve for whatever reason, other than by merger with another congregation of the ELCIC, and after payment of all debts and liabilities, in accordance with the resolution adopted by no less than two-thirds (2/3) of the voting members present and voting at a properly called meeting of this congregation prior to the dissolution, all property real, personal and mixed shall vest in the synod of which it is a part, its successor or assigns, provided same is, at that time, a registered charity under the Income Tax Act (Canada), failing which such property shall be distributed in accordance with the Letters Patent and applicable legislation.

PART IV

Relationship to the Evangelical Lutheran Church in Canada (ELCIC)

Section 1. This congregation is and shall be a part of the ELCIC or its successor and of the synod within whose boundaries it is located or to which it has otherwise been assigned.

- Section 2. This congregation claims for itself all the rights and privileges and accepts all the duties and obligations connected with being part of the ELCIC. In so doing, this congregation recognizes it is subject to the constitution, bylaws and enactments of the ELCIC and of the synod as having governing force in its life.
- Section 3. This congregation covenants to support faithfully with prayer, personal service and offerings the common work of the ELCIC and of the synod.
- Section 4. This congregation operates under these synodically approved constitution and bylaws that are in accordance with the constitution and bylaws of the ELCIC and of the synod of which it is a part.
- Section 5. Should the congregation consider severing its relationship with the ELCIC, it shall confer with the bishop of the synod before any formal steps are taken leading to such action. Subsequent to such consultation with the bishop of the synod, a motion to sever the relationship with the ELCIC may be considered at a special meeting of the congregation. This decision shall require a resolution adopted by no less than two-thirds (2/3) of the voting members present and voting. Notice of the motion and the date and time of the congregational meeting shall be sent by registered mail to the bishop of the synod at least 30 days before the meeting. Such decision shall not be effective until the bishop of the synod has been notified and the initial decision has been ratified by a resolution adopted by no less than two-thirds (2/3) of the voting members present and voting at a subsequent properly called and conducted meeting held not less than 90 days and not more than 150 days after the first meeting. Notice of the date and time of the second meeting shall be sent by registered mail to the bishop of the synod at least 30 days prior to the meeting.

PART V

Office of the Ministry

- Section 1. A rostered minister of the congregation shall be a person whose soundness in the faith, aptness to teach and educational qualifications have been examined and approved by the ELCIC, and who has been properly ordained or consecrated, who accepts and adheres to the Confession of Faith of the ELCIC, and who strives in life and conduct to be above reproach.
- Section 2. Authority to call and retain a rostered minister shall rest in the congregation. Such authority shall be exercised by not less than a two-thirds (2/3) vote of voting members present and voting at a meeting properly called for that purpose. Throughout the call process, the Congregational Council, or a committee authorized by the congregation(s), shall seek the advice and counsel of the bishop of the synod.

- Section 3. Only a minister on the roster of the ELCIC or one who is recognized for call by a synod of the ELCIC may be called as a minister of the congregation.
- Section 4. The regular call of this congregation when accepted by a rostered minister shall constitute a relationship which shall be terminated for the following causes:
- a. the resignation of the rostered minister;
 - b. the retirement of the rostered minister;
 - c. disqualification of the rostered minister through discipline;
 - d. division of a pastoral charge;
 - e. the physical or mental incapacity of the rostered minister;
 - f. continued neglect of ministry;
 - g. inability to conduct the pastoral office satisfactorily in the parish in view of local conditions, without reflection on the moral and spiritual character of the rostered minister.

In the last three contingencies, the procedures provided for in the constitution and bylaws of the synod shall be followed.

- Section 5. In the event of alleged defection in doctrine or alleged conduct unbecoming a rostered minister, the matter shall be referred by the Congregational Council to the bishop of the synod for action as provided for in the constitution and bylaws of the ELCIC.
- Section 6. At a time of pastoral vacancy, the Congregational Council shall select an interim minister after consultation with the bishop of the synod. All interim and supply ministers shall refrain from exerting influence in the call process of the congregation.

PART VI

Congregational Meeting

- Section 1. The bishop of the synod or their designate shall be entitled to attend and speak at any meeting of the congregation.
- Section 2. The annual meeting of the congregation shall be held within three (3) months of the congregation's fiscal year end, on a date as appointed by the Congregational Council, and held at the head office of the corporation or at a place as determined by the Congregational Council. The annual meeting shall include in its agenda: hear and receive reports from the rostered minister and the Congregational Council and as otherwise required by the Act; review the financial statements for the immediately preceding year, including the report of an auditor or financial review, and the budget for the upcoming year; appoint an auditor or financial reviewer for the upcoming year and fixing or authorizing the Congregational Council to fix their remuneration; elect the Congregational Council as required for the next fiscal year; and transact any other business properly brought before the meeting without any notice

thereof.

- Section 3. The voting members shall at each annual meeting appoint an auditor (who shall not be a member of Congregational Council or an employee of the congregation) to audit the accounts of the congregation, for report to the annual meeting. The auditor shall hold office until the next annual meeting, unless otherwise changed by a special congregational meeting called for that purpose, provided that the Congregational Council may fill any casual vacancy in the office of the auditor. The remuneration of the auditor is fixed by the Congregational Council.
- Section 4. Special congregational meetings may be called by the Congregational Council and shall be called at the written request of one-tenth (1/10) of the voting members. The notice for each special meeting shall specify its purpose and no other business shall be transacted.
- Section 5. Pursuant to the Act regular and special congregational meetings may be completed via electronic means such as teleconference and video conference.
- Section 6. Written notice of all congregational meetings shall be sent by mail or electronic transmission, including email, at least ten (10) days in advance of the date of the meeting to all voting members and the rostered minister(s) under call to the congregation to the last address of the addressee as shown on the congregation's records.
- Section 7. The quorum for all congregational meetings shall be ten percent (10%) of voting members present at the meeting duly called.
- Section 8. Unless otherwise required by the provisions of the Act or these bylaws, all questions proposed for consideration at a congregational meeting shall be determined by a majority of the votes cast by voting members voting and present. In the case of an equality of votes, the question shall be considered defeated. Each voting member present at a meeting shall have the right to exercise one (1) vote.
- Section 9. Voting members are permitted to vote by mail or electronic means, in accordance with the Act and in accordance with a policy approved by Congregational Council. Proxy voting shall not be permitted in the transaction of any business of the congregation.
- Section 10. *Bourinot's Rules of Order*, latest edition, shall be the governing parliamentary law of this congregation, except as otherwise provided in the constitution and bylaws of the ELCIC or in these bylaws.

PART VII

Congregational Council and its Officers

- Section 1. At its annual meeting, the voting members of the congregation shall elect a Congregational Council of no fewer than 6 and no more than 12, for terms of three years each with one third of the terms expiring annually. No member of Congregational Council shall be eligible to serve for more than 5 consecutive terms. However, provided that, upon the approval of not less than a two-thirds (2/3) vote of the voting members present and voting at a duly constituted congregational meeting, the restriction on the number of consecutive terms of office can be extended for one (1) additional term of up to three (3) years for any individual councillor but there shall be no further extension.
- Section 2. In order to be considered for election to the Congregational Council, a member shall:
- a. be at the date of their election or become within ten (10) days after their election, and thereafter remain throughout their term, a voting member of the congregation. If a person ceases to be a voting member of the congregation, they shall automatically cease being a member of the Congregational Council;
 - b. be at least eighteen (18) years of age;
 - c. not be an undischarged bankrupt nor a mentally incompetent person; and
 - d. not hold a paid position with the congregation and not enter a contract for services with the congregation.
- Section 3. Rostered minister(s) under call to the congregation shall not be a member of the Congregational Council but shall be entitled to receive notice of, attend and speak at all regular or special meetings of the Congregational Council and all its committees.
- Section 4. All members of the Congregational Council shall be installed by a rostered minister at the next public service following their election or as soon thereafter as convenient.
- Section 5. Each member of the Congregational Council shall act honestly and in good faith with a view to the best interests of the corporation, exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and comply with the Act and its regulations and with the congregation's Articles and Constitution and Bylaws.
- Section 6. The members of the Congregational Council shall serve without remuneration, and none shall directly or indirectly receive any profit from their position as such; provided that they may be paid reasonable expenses incurred in the performance of their duties.
- Section 7. At its first meeting following the annual meeting of the congregation, the Congregational Council shall elect from its own membership a chairperson, a

vice-chairperson, and a secretary, who shall be chairperson, vice-chairperson, and secretary of the congregation. The council shall elect a treasurer who need not be a member of the Congregational Council but shall be a member of the congregation, in which case shall have a voice but no vote. One person may hold more than one office except the office of Chairperson. The term of office for each officer shall, unless otherwise provided, be for one (1) year from their election or until their successors are otherwise elected, unless otherwise terminated by the Congregational Council.

Section 8. The Congregational Council shall be the trustees of the congregation and shall have general oversight of the life and activities of the congregation ensuring that everything is done in accordance with the Word of God and the faith and practice of the ELCIC. The Congregational Council shall exercise such authority as is delegated to it by its constitution and bylaws, and the resolutions of the congregation, and may adopt such policies not in conflict with these documents as needed to carry out its mandate.

Section 9. Except as otherwise provided for in these bylaws:

- a. The members of the Congregational Council may administer the affairs of the congregation in all things and make or cause to be made for the congregation, in its name, any kind of contract which the congregation may lawfully enter into, delegate any powers that may be delegated under the Act and delegate administrative powers to officers and committees as permitted under the Act and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the congregation is by its Articles or otherwise authorized to exercise and do.
- b. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons and in the manner from time to time prescribed by the Congregational Council.
- c. Documents requiring execution by the congregation may be signed by the Chairperson and one member of the Congregational Council and all documents so signed are binding upon the congregation without any further authorization or formality. The Congregational Council may from time to time appoint any officer or officers or any person or persons on behalf of the congregation, either to sign documents generally or to sign specific documents.

Section 10. A majority of members of the Congregational Council then in office shall constitute the quorum for transacting the business of the Congregational Council.

Section 11. Notice of regular meetings of the Congregational Council shall be given at least one (1) week in advance of the meeting and shall include instructions for time and place and/or attending and participating in the meeting by telephonic or electronic means including, if applicable, instructions for voting by such means at the meeting.

- Section 12. If a vacancy occurs on the Congregational Council, the Congregational Council is empowered to fill the vacancy until the next annual meeting of the congregation. Should the unexpired term be one (1) year or less, it shall not be considered in determining eligibility for re-election. If no quorum of members of the Congregational Council exists, the remaining members of the Congregational Council shall call a congregational meeting to fill the vacancies. A voting member appointed to the Congregational Council pursuant to this provision shall remain in office until the next annual meeting and such term on the Congregational Council shall not be considered in determining eligibility for re-election if such term is one (1) year or less.
- Section 13. A member of the Congregational Council who is absent from two (2) consecutive regular meetings shall be contacted by the chairperson of the congregation. If the member is absent from three (3) consecutive regular meetings without valid excuse, the Congregational Council may declare the position vacant.
- Section 14. Should a member of the Congregational Council choose to resign, the resignation becomes effective at the time it is received by the council or at the time specified in the resignation, whichever is later.
- Section 15. The Congregational Council shall declare vacant the position of any council member whose membership in the congregation is terminated as provided for in these bylaws. The Congregational Council may declare vacant the position of any council member who has been suspended from membership in the congregation by disciplinary action of the council or has been censured by a two-thirds (2/3) vote of the members of Congregational Council present and voting for behaviour that is inconsistent with the policies of the Congregational Council and/or the congregation.
- Section 16. A rostered minister under call to the congregation, the chairperson or any three (3) members of the Congregational Council may call a special meeting. Notice of such meeting shall be given not less than three (3) days prior to the meeting and shall be announced at a regular service if one is held during that period.
- Section 17. The Congregational Council shall:
- a. lead the congregation in stating its mission, doing long-range planning, setting goals and priorities and evaluating its activities in the light of its mission and goals;
 - b. seek to involve all members of the congregation in worship, learning, witness, service and support;
 - c. provide support for the rostered minister(s) and other professional leaders, assist them to review and evaluate their ministry and review annually their financial compensation making adequate adjustments;
 - d. exemplify for the congregation the life that is worthy of the high calling in Christ;

- e. promote congregational unity and good will, fostering mutual understanding in times of conflict through reconciliation and exercising discipline, when necessary, under the provision of these bylaws;
- f. arrange for pastoral service during the sickness or absence of the rostered minister(s);
- g. appoint or elect all staff, voluntary or salaried, for the effective administration of all aspects of parish life;
- h. appoint such committees as may be necessary or advisable;
- i. normally meet once a month;
- j. be responsible for maintaining and protecting the property of the congregation;
- k. ensure that all necessary books and records of the congregation required by the bylaws of the congregation or by any applicable statute are regularly and properly kept;
- l. obtain insurance protection that:
 - i. provides coverage for fraud committed by an employee or volunteer of the congregation; and
 - ii. limits the liability of the members of the Congregational Council;
- m. prepare an annual budget, supervise the expenditure of funds and ensure that the financial affairs of the congregation are conducted efficiently;
- n. ensure that the annual budget for adoption by the congregation includes adequate support for the church at large and that regular monthly benevolence monies are forwarded; and
- o. emphasize the partnership of the congregation with the synod and the ELCIC and encourage support for the work of the church at large.

Section 18. Congregational Council members may participate in a meeting of the council by means of electronic facilities that permit all persons participating in the meeting to be able to communicate with each other simultaneously and instantaneously. Each council member participating in such a meeting by such means is deemed to be present at the meeting.

Section 19. The Congregational Council may conduct a vote of the Congregational Council via email. Protocol for conducting these votes shall be outlined in a policy approved by the Congregational Council. Results of the vote shall be recorded in the minutes of the next Congregational Council meeting.

Section 20. Conflict of interest:

- a. A Congregational Council member shall declare a conflict of interest and will not take part in any discussion or vote if they or any member of their immediate family in any way, directly or indirectly, benefits from an existing or proposed contract, transaction or arrangement with the congregation.

- b. The Congregational Council may declare that a real or perceived conflict of interest exists with a council member and that member will not participate in any discussion or vote.

Section 21. The securities or other assets that comprise the capital of the congregation shall be deposited for safe keeping with one or more bankers, trust companies or other institutions to be selected by the Congregational Council. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the congregation signed by such officer or officers, agent or agents of the congregation, and in such manner, as shall from time to time be determined by resolution of the Congregational Council and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of the Congregational Council, shall be fully protected in acting in accordance with the directions of the Congregational Council and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Section 22. Subject to the limitations set out in the bylaws, Articles or in the Act, the Congregational Council may:

- a. borrow money on the credit of the congregation;
- b. issue, sell or pledge securities of the congregation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the congregation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the congregation, provided that, except where the congregation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

Section 23. From time to time the Congregational Council may authorize any officer of the congregation to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Congregational Council may authorize, and generally to manage, transact and settle the borrowing of money by the congregation.

Section 24. Every member and officer of the Congregational Council and their heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified and saved harmless, out of the funds of the congregation, from and against:

- a. All costs, charges and expenses whatsoever which the councillor or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect any act, deed, matter or thing whatsoever made, done or

permitted by them in or about the execution of the duties of their office; and

- b. All other costs, charges and expenses, which they sustain or incur in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own wilful neglect or default.

Section 25. No members of the Congregational Council or officers of the congregation shall be liable for the acts, receipts, neglects or defaults of any other councillor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the congregation through the insufficiency or deficiency of title to any property acquired by the congregation or for, or on behalf of the congregation, or for the insufficiency of any security in or upon which any of the money of or belonging to the congregation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or congregation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless same shall happen by or through their own wrongful and wilful act or through their own wrongful and wilful neglect or default.

Section 26. The members of the Congregational Council for the time being of the congregation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the congregation, except such as shall have been submitted to and authorized or approved by the Congregational Council.

PART VIII

Duties of the Congregational Council Officers

- Section 1. The chairperson shall preside at all meetings of the Congregational Council and of the congregation. The agenda shall be prepared in consultation with the rostered minister.
- Section 2. The vice-chairperson shall preside at the meetings of the Congregational Council and of the congregation in the absence of the chairperson. In the event that the chairperson and vice-chairperson are absent, the chair of the meeting will be chosen by the quorum present.
- Section 3. The secretary is accountable for keeping the minutes of the Congregational Council and of the congregation in a volume provided by the congregation, which shall be permanently preserved in the congregational archives.

- Section 4. The treasurer shall perform or cause to be performed:
- a. the keeping of proper accounting records;
 - b. the deposit of money, the safekeeping of securities and the disbursement of the funds of this congregation;
 - c. the monthly remittance of benevolence receipts to the treasurer of the synod;
 - d. the keeping of a proper set of books showing accurately the financial position of this congregation;
 - e. the issuing of receipts for all contributions;
 - f. the rendering to the Congregational Council whenever requested by such an account of all transactions as treasurer and of the financial position of this congregation;
 - g. the submission to the annual meeting of a set of financial statements of this congregation since the previous annual meeting;
 - h. the arrangements for an annual audit or review of year-end financial statements;
 - i. the preparation of interim financial statements when requested to do so by the Congregational Council; and
 - j. other duties as may from time to time be directed by the Congregational Council.

PART IX

Amendments

- Section 1. Amendments to this constitution or bylaws, with the exception of ARTICLE II, may be proposed by the Congregational Council and shall be proposed by the council at the request of five (5) voting members. Such proposed amendments shall:
- a. be reviewed by the Congregational Council;
 - b. be distributed to the voting members, along with the recommendation of the Congregational Council, not less than 30 days before the meeting at which they are to be considered;
 - c. require a two-thirds (2/3) vote of those voting members present and voting in order to be approved;
 - i. amendments to the proposed amendment may only be considered in order to clarify the intent of the proposed amendment and require a two-thirds (2/3) vote of those voting members present and voting for approval;
 - ii. any changes to the basic intent of the proposed amendment shall require an additional meeting with at least 30 days' notice;
 - d. become effective upon official notice and approval by the Synod Council.
- Section 2. This constitution and bylaws and all amendments thereto, shall be transmitted to the synod for review and to ascertain that none of its provisions are in

conflict with the constitution and bylaws of the ELCIC or with the synod constitution and bylaws.

Section 3. If, in the judgment of the National Church Council, an amendment of this constitution or bylaws is required, the secretary of the ELCIC shall provide official communication to that effect which will include a draft of the recommended amendment. Adoption of such an amendment shall then be in order at the next properly called meeting of the congregation. Two-thirds (2/3) vote of those voting members present and voting shall be required. Confirmation of approval shall be submitted to Synod Council.

Signatures

Having been approved by the congregation on June 16, 2024 and by the Eastern Synod Council on Nov. 9, date 2024, this version of the Constitution and Bylaws of *Name Evangelical Lutheran Church, Town/City, Province* is hereby certified as an official copy.

Congregational Council Chairperson

Name KAREN GASTMEIER

Signature [Handwritten Signature]

Date June 30, 2024

Congregational Council Secretary

Name Stephanie von Schilling

Signature [Handwritten Signature]

Date June 30, 2024