

CONSTITUTION

St. Paul Lutheran Church
147 West Forest Street
Clyde, Ohio

Includes revisions through
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The CONSTITUTION of
St. Paul Evangelical Lutheran Church
Clyde, Ohio

The Evangelical Lutheran Church in America

PREAMBLE

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

Chapter 1.

NAME AND INCORPORATION

- C1.01. The name of this congregation shall be St. Paul Evangelical Lutheran Church.
- C1.02. For the purpose of this constitution and the accompanying bylaws, the St. Pauls Evangelical Lutheran Church congregation is hereinafter designated as "this congregation."
- C1.11. This congregation shall be incorporated under the laws of the State of Ohio.

Chapter 2.

CONFESSION OF FAITH

- C2.01. This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- C2.02. This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
 - a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
 - b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
 - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- C2.03. This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.
- C2.04. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.

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

Chapter 3.

NATURE OF THE CHURCH

- C3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- C3.02. The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.

Chapter 4.

STATEMENT OF PURPOSE

- C4.01. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- C4.02. To participate in God's mission, this congregation as a part of the Church shall:
- a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
 - b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
 - c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.

- d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, and standing with the poor and powerless, and committing itself to their needs.
- e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
- f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

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

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

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

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

Chapter 5.

POWERS OF THE CONGREGATION

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

Chapter 6.

CHURCH AFFILIATION

- C6.01. This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Northwestern Ohio Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- C6.02. This congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- C6.03. This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
- a. This congregation agrees to be responsible for its life as a Christian community.

- b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
- c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod.
- d. This congregation agrees to consider associates in ministry for appointment to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
- e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

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

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

C6.05. This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:

- a. A resolution indicating the desire of this congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of this congregation by a two-thirds majority of the voting members present.
- b. The secretary of this congregation shall submit a copy of the resolution to the synodical bishop and shall mail a copy of the resolution to voting members of this congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod shall consult with this congregation during a period of at least 90 days.
- d. If this congregation, after consultation, still desires to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds majority of the voting members present, at which meeting the bishop of the synod or an authorized representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.

- e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between this congregation and ELCA shall be terminated.
- f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and published in the periodical of this church.

C6.06. If this congregation is considering relocation, it shall confer with the bishop of the synod in which it is territorially located before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is affected.

Chapter 7.

PROPERTY OWNERSHIP

- C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Northwestern Ohio Synod of the Evangelical Lutheran Church in America.
- C7.02. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title of property shall continue to reside in this congregation.
- C7.03. If a two-thirds majority of the voting members of this congregation present at a regularly called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Northwestern Ohio Synod.
- C7.04. If a two-thirds majority of the voting members of this congregation present at a regularly called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body, title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

Chapter 8.

MEMBERSHIP

- C8.01. Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.
- C8.02. Members shall be classified as follows:

- a. Baptized members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. Confirmed members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. Voting members are confirmed members. Such confirmed members shall have communed during the current or preceding year.
- 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 Congregation Council of this congregation.

C8.03. All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council.

C8.04. It shall be the privilege and duty of members of this congregation to:

- a. make regular use of the means of grace, both Word and sacraments;
- b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and
- c. support the work of this congregation, the synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.

C8.05. Membership in this congregation shall be terminated by any of the following:

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action by the Congregation Council; or
- e. removal from the roll due to inactivity as defined in the bylaws.

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

THE PASTOR

- C9.01. Authority to call a pastor shall be in this congregation by at least a two-thirds majority ballot vote of members present and voting at a meeting regularly called for that purpose. Before a call is issued, the elected officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.
- C9.02. Only a member of the clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.
- C9.03. Consistent with the faith and practice of the Evangelical Lutheran Church in America,
- a. Every ordained minister shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care; and
 - 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
 - b. Each ordained minister with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) supervise all schools and organizations of this congregation;
 - 3) install regularly elected members of the Congregation Council; and
 - 4) with the council, administer discipline.
 - c. Every pastor shall:
 - 1) 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;
 - 2) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and
 - 3) endeavor to increase the support given by the congregation to work of the ELCA churchwide organization and of the Northwestern Ohio Synod of the ELCA.

- C9.04. The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.
- C9.05. Terms of the pastoral call:
- a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which, except in the case of the death of the pastor, shall be terminated only following consultation with the synodical bishop and for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;
 - 4) the physical or mental incapacity of the pastor;
 - 5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty;
 - 6) the dissolution of the congregation; or
 - 7) suspension of the congregation as a result of discipline proceedings.
 - b. When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office have come to the attention of the bishop of the synod, the bishop in his or her sole discretion may, or when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop shall, investigate such conditions personally in company with a committee of two ordained ministers and one layperson.
 - c. In case of alleged physical or mental incapacity, competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod with the advice of the committee shall declare the pastorate vacant. Upon the restoration of a disabled pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.
 - d. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the bishop of the synod together with the committee described in C9.05.b. shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such

recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor by a two-thirds majority vote of the voting members present at a regularly called meeting after consultation with the bishop.

- e. If, in the course of proceedings described in C9.05.d., the committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action to the synodical bishop who may bring charges, in accordance with the provisions of the constitution and bylaws of the Evangelical Lutheran Church in America and the constitution of this synod.
- f. If, following the appointment of the committee described in C9.05.b or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation being served by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service in the congregation without prejudice and with pay provided through a joint churchwide/synod fund and with housing provided by the congregation.

- C9.06. At a time of pastoral vacancy, an interim pastor may be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.
- C9.07. During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.
- C9.08. This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation.
- C9.09. When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- C9.11. With the approval of the bishop of the synod, the congregation may depart from C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such call may also be terminated before its expiration in accordance with the provisions of C9.05.a.
- C9.12. The pastor shall be responsible for keeping accurate parochial records of all baptisms, confirmations, marriages, burials, communications, members received, members dismissed, or members excluded from the congregation, and shall submit a summary of such statistics annually to the synod.

The pastor shall be a member of the congregation that has extended the letter of call.

- C9.13. The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

Chapter 10.

CONGREGATION MEETING

- C10.01. The annual meeting of this congregation shall be held at a time specified in the bylaws.
- C10.02. A special Congregation Meeting may be called by the pastor, the Congregation Council, or the president of this congregation. A Special Congregation Meeting shall be called at the written request of ten percent of the 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.
- C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail to all voting members at least 10 days in advance of the date of the meeting. An announcement in a monthly newsletter sent to all households of the congregation, or the posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members shall be sufficient.
- C10.04. Five percent of the voting members shall constitute a quorum.
- C10.05. Voting by proxy or by absentee ballot shall not be permitted.
- C10.06. All actions by the congregation shall be by majority vote except as otherwise provided in this constitution.
- C10.07. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

Chapter 11.

OFFICERS

- C11.01. The elected officers of this congregation shall be a president, vice president, and secretary.
- a. Duties of the officers shall be specified in the bylaws.
 - b. The officers shall be voting members of the congregation.
 - c. Elected officers of this congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council.
- C11.02. The Congregation Council shall elect its elected officers from its own members and they shall be the elected officers of the congregation. The officers shall be elected by written

ballot and shall serve for one year or until their successors are elected. Their terms shall begin January 1 of the year following their election.

- C11.03. The appointed officers of this congregation shall be a treasurer, financial secretary and recording secretary.
- a. Duties of the appointed officers shall be specified in the bylaws.
 - b. The appointed officers shall be voting members of the congregation.
 - c. The appointed officers shall be appointed by action of the Congregation Council for a term of one year, beginning January 1 and ending December 31 or until their successors are appointed. They may be reappointed.
- C11.04. No officer, elected or appointed, shall hold more than one office at a time. No elected officer shall be eligible to serve more than three consecutive terms in the same office.

Chapter 12.

CONGREGATION COUNCIL

- C12.01. The voting membership of the Congregation Council shall consist of not more than twelve members of the congregation. The pastor(s) shall be non-voting members of the Congregation Council. With the exception of any paid employee or a member of their immediate family, any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council without cause.
- C12.02. The members of the Congregation Council, except the pastor(s), shall be elected at a legally called meeting of the congregation during the month of October. One third of the total Congregation Council shall be elected each year. Their term of office shall be for three years with the term of office beginning on January 1 and ending on December 31. Congregation Council members (those with continuing terms and those newly elected) shall be installed each year at worship prior to the date they assume office. No Congregation Council member shall serve more than two successive terms.
- C12.03. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor to fill said vacancy. An unexpired term of less than one year shall not be considered a term of office.
- C12.04. The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:
- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.

- b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
- c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
- d. To maintain supportive relationships with the pastor(s) and staff and help them annually to 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 the pastor.
- h. To emphasize partnership with the synod and churchwide units of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
- i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

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

- a. The Congregation Council shall be the board of trustees of this congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Ohio, except as otherwise provided herein.
- b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.
- c. The Congregation Council may enter into contracts for items not included in the budget up to an amount specified in the bylaws.
- d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations more than an amount to be specified in the bylaws in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of

the wider ministry being carried on in partnership with the synod and churchwide organization.

- e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.
- f. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.

- C12.06. The Congregation Council shall see that the provisions of this constitution, and its bylaws, and the continuing resolutions are carried out.
- C12.07. The Congregation Council shall provide for an annual review of the membership roster.
- C12.08. The Congregation Council shall be responsible for the appointment and supervision of the salaried lay workers of this congregation.
- C12.09. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.
- C12.11. The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor(s) or the president, and shall be called at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.
- C12.12. A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the pastor(s) or interim pastor, except when such person requests or consents to be absent and has given prior approval to an agenda of routine matters which shall be the only business of the meeting.
- C12.13. The Congregation Council shall establish Boards to carry out its purposes in an orderly and efficient manner. The names and membership of the Boards shall be named in the bylaws. The duties and responsibilities of the Boards shall be named in the continuing resolutions.

Chapter 13.

CONGREGATION COMMITTEES

- C13.01. The elected officers of this congregation and the pastor(s) shall constitute the Executive Committee.
- C13.02. The Nominating Committee shall consist of the pastor(s) and three voting members of this congregation, two of whom shall be elected at the October meeting for a term of one year. The third member shall be appointed by the Congregation Council from its own members. Members of the Nominating Committee are not eligible for consecutive reelection.

- C13.03. An Audit Committee of three voting members shall be elected by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with one member elected each year. Members shall be eligible for reelection.
- C13.04. A Staff Support Committee shall consist of six members, three of whom shall be the Executive Committee and three to be appointed jointly by the president and the pastor(s). Term of office for the appointed shall be three years, one member to be appointed each successive year. Appointed committee members will hold no other office in the congregation during their term.
- C13.05. When a pastoral vacancy occurs, a Call Committee of six voting members shall be elected by the Congregation Council. Term of office will terminate upon installation of the newly called pastor.
- C13.06. Other congregation committees may be formed as the need arises, by decision of the Congregation Council.
- C13.07. Duties of congregation committees shall be specified in the continuing resolutions.

Chapter 14.

ORGANIZATIONS WITHIN THE CONGREGATION

- C14.01. All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.
- C14.02. Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council and specified in a continuing resolution.

Chapter 15.

DISCIPLINE OF MEMBERS AND ADJUDICATION

- C15.01. Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the Congregation Council.
- C15.02. A member charged with the offense shall appear before the Congregation Council having received a written notice, specifying the exact charges that have been made against the member, at least 10 days prior to the meeting.

- C15.03. Should the allegations be sustained by a two-thirds majority vote of the members of the Congregation Council and renewed admonition prove ineffectual, the council shall impose one of the following disciplinary actions:
- a. censure before the council or congregation;
 - b. suspension from membership for a definite period of time; or
 - c. exclusion from membership in this congregation.

Disciplinary actions b. and c. shall be delivered to the member in writing.

- C15.04. The member against whom disciplinary action has been taken by the Congregation 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.
- C15.05. Disciplinary actions may be reconsidered and revoked by the Congregation Council upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.
- C15.11. When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

Chapter 16. **BYLAWS**

- C16.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- C16.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.
- C16.03. Changes to the bylaws may be proposed by any voting member provided, however, that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose and that the Congregation Council notify the members of the proposal with its recommendations at least 30 days in advance of the Congregation Meeting.
- C16.04. Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

Chapter 17.

AMENDMENTS

- C17.01. Amendments to this constitution may be proposed by at least 5% of the voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at its regular or special meeting called for that purpose. The Congregation Council shall notify the members of the proposal with the council's recommendations at least 30 days in advance of the meeting.
- C17.02. A proposed amendment to this constitution shall:
- a. be approved at a properly called meeting according to this constitution by a majority vote of those present and voting;
 - b. be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting; and
 - c. have the effective date included in the resolution and noted in the constitution.
- C17.03. Any amendments to this constitution shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution and bylaws of the Evangelical Lutheran Church in America or the constitution of the Northwestern Ohio Synod.
- C17.04. Whenever the Model Constitution for Congregations is amended by the Churchwide Assembly, this constitution may be amended to reflect any such amendment by a simple majority vote at any subsequent meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail notice to the congregation of such an amendment or amendments at least 30 days prior to the meeting. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod, consistent with C17.03.

Chapter 18.

CONTINUING RESOLUTIONS

- C18.01. The Congregation Council may enact continuing resolutions which describe the function of the various committees or organizations of this congregation.
- C18.02. Continuing resolutions shall be enacted or amended by a two-thirds vote of all voting members of the Congregation Council.

Chapter 19.

ENDOWMENT FUND

- C19.01. This congregation shall establish and maintain a Endowment Fund, to receive and administer bequests, estates, insurance and other assets to be perpetual and perpetuating.

- C19.02. The Fund shall be administered in accordance with the principles set forth in the bylaws.
- C19.03. This amendment (Chapter 19) shall be effective January 31, 1994.

THE BY-LAWS
of
St. Paul Evangelical Lutheran Church
Clyde, Ohio
The Evangelical Lutheran Church in America

Section 1.

PARISH RECORDS

- B01.01. The records of the congregation shall be and remain the property of the congregation. The officers of the congregation and the pastors shall be responsible for the maintenance of the records as provided herein. The records shall have been brought up to date prior to each annual meeting of the congregation, and upon termination of such officer's service to the congregation, prior to his or her departure.
- B01.02. The records of the congregation shall consist of:
- a. The roster of baptized, confirmed and voting members, for which the Senior Pastor shall be responsible.

- b. The ministerial acts performed by all pastors, for which the Senior Pastor shall be responsible.
 - c. The Minutes and Report of the Synod and the Handbook of the ELCA, for which the Secretary shall be responsible.
 - d. The minutes of the meetings of the congregation and the Congregation Council, for which the Secretary shall be responsible.
 - e. The contributions records, for which the Recording Secretary shall be responsible.
 - f. The records of deposits into all congregational funds, for which the Financial Secretary shall be responsible.
 - g. The records of disbursements and account balances, for which the Treasurer shall be responsible.
- B01.03. The Senior Pastor shall report to the Synod and to the Secretary of the ELCA such statistics as may be requested; and shall annually report to the congregation a summary of ministerial acts.

Section 2.

BUSINESS MEETINGS

- B02.01. The Annual Meeting of this congregation shall be held during the month of January at a time to be determined each year by the Congregation Council. The “Annual Election Meeting” of this congregation for the purpose of electing members to the Congregation Council, the Memorial Committee, the Nominating Committee and the Endowment Fund Committee shall be held at the week-end worship services held on or with a Sunday in October to be determined each year by the Congregation Council. Notice of the meetings shall be given as provided in C10.03.
- B02.02. Business meetings of the Congregation Council shall normally be held monthly at a time determined by the Council. The first meeting of a newly elected Council shall be held before the end of January.
- B02.03. Business meetings of the official Boards of this congregation shall normally be held monthly at a time determined by each Board. The initial or organizing meeting of the Board shall be called by its Chairperson during the month of January.
- B02.04. Regular and Special Committees shall meet as necessary to carry out the purpose for which they have been created.

B02.05. Minutes shall be kept of each regular and special business meeting by the Secretary for meetings of the congregation and Congregation Council, and by someone appointed by the Chairman for Board and Committee meetings.

B02.06. Except as otherwise provided in the Constitution and By-laws, a quorum for all business meetings shall consist of one-half of the members of the Board or Committee.

Section 3.

RELATIONSHIP TO THE NORTHWESTERN OHIO SYNOD

B03.01. Delegates to the Annual Synod Assembly shall be elected by the Congregation Council, according to the Synod rules for representation. The Congregation Council shall appoint a substitute for any delegate who cannot attend the Assembly. Delegates shall provide the Secretary with a copy of Minutes and other relevant documents to be retained with the congregational records.

B03.02. The Congregation Council shall appoint appropriate representatives and/or visitors to Synod or Conference meetings, workshops and other activities, and shall encourage attendance and participation in these activities by other members of the congregation.

B03.03. Organizations within this congregation are encouraged to participate in Synod and Conference activities appropriate to their organization.

Section 4.

DUTIES AND RESPONSIBILITIES OF OFFICERS

B04.01. President

The President of the congregation shall preside over all regular and special meetings of this congregation and the Congregation Council and shall have such additional powers and duties as the Congregation Council may from time to time assign.

B04.02. Vice-President

The Vice-president shall perform the duties of the president in his/her absence, shall assist the Board Chairmen as may be necessary, and shall have additional powers and duties as the Congregation Council may from time to time assign.

B04.03. Secretary

The secretary shall keep official minutes of all Congregation and Congregation Council meetings, shall keep the Minutes and Report of the Synod and the Handbook of the ELCA, shall send official correspondence of the congregation at the direction of the president or the Congregation Council, and shall perform such other duties as the president or Congregation Council may from time to time assign.

B04.04. Treasurer

The treasurer shall be bonded and shall maintain all records of disbursements and balances in funds held by this congregation, disburse monies as directed by the Congregation Council, and make appropriate financial reports to the Congregation Council at its regular meetings, to the congregation at its Annual Meeting, and to special meetings or on such occasions as may be requested by the Congregation Council.

B04.05. Financial Secretary

The financial secretary shall maintain a record of receipts and deposits in funds held by this congregation, and make appropriate financial reports to the Congregation Council at its regular meetings, to the congregation at its Annual Meeting, and to special meetings or on such occasions as may be requested by the Congregation Council.

B04.06. Recording Secretary

The recording secretary shall maintain a record of offerings and contributions, and distribute contribution statements to members on a regular basis.

Section 5.

BOARDS of the CONGREGATION COUNCIL

(see to C12.13. in the Constitution.)

B05.01. The Boards of the Congregation Council shall consist of the following, listed in alphabetical order:

- a. Evangelism
- b. Parish Education
- c. Property
- d. Stewardship & Finance
- e. Youth & Social Ministry
- f. Worship

B05.02. The Executive Committee shall annually place each of the other members of the Congregation Council on one or more Boards after having consulted with the members of the council. The Executive Committee shall name the chairperson of each Board who shall normally be a member of the council. This shall be done following the October election in such a fashion that the new Board may be ready to function when the new year begins.

Other voting members of the congregation may be named to the Boards by action of the Congregation Council as deemed necessary to carry out their function.

- B05.03. Other Boards may be formed as the need arises, by decision of the Congregation Council.
- B05.04. The specific duties and responsibilities of the Boards shall be specified in the continuing resolutions.
- B05.05. The Pastor(s) shall be *ex officio* members of all boards.

Section 6.

GENERAL DUTIES AND RESPONSIBILITIES OF BOARDS

- B06.01. Boards shall undertake their duties and responsibilities with an attitude of prayerful consideration for their faithfulness to our Lord and the welfare of God's people.
- B06.02. Boards shall carry out their duties and responsibilities with the advice of the Congregation Council and in turn should advise Council on matters within their jurisdiction.

- B06.03. Board Committees
 - a. Boards shall be free to form whatever Committees they may deem necessary or desirable to carry out their duties and responsibilities, and may appoint members to these committees from within or outside of the Board membership.
 - b. Committees shall be directly responsible to the Board under which they are formed, and through that Board and its Chairman to the Council and to the Congregation.
- B06.04. Budgets covering expenses for the activities of the Board should be prepared and forwarded to the Board of Stewardship & Finance to assist in the preparation of the Annual Budget of the Congregation.
- B06.05. Boards shall prepare Procedures for their general operation and for specific activities as necessary, and shall keep them in an accessible book. Procedures that are in the general interest of the congregation at large, or other Boards and Committees, shall be published and posted or distributed appropriately.
- B06.06. Policy Statements shall be prepared as necessary and shall be subject to approval by the Congregation Council.
- B06.07. All Boards shall prepare Annual Reports of their activities and plans and submit them as requested in ample time to be included in the Reports to the Congregation for its Annual

Meeting. In addition, the Congregation Council may request reports at specific times and/or on specific activities.

- B06.08. All Board chairpersons shall be prepared to present a report, oral or written, to the monthly meeting of the Congregation Council. They shall be prepared to coordinate their efforts and projects, as necessary, with other Boards.

Section 7.

ELECTIONS

- B07.01. The election of members to the Congregation Council, to the Memorial Committee, to the Nominating Committee and to the Endowment Fund Committee shall take place annually as specified in bylaw B02.01. The Nominating Committee shall nominate at least twice the number of candidates that are to be elected, and shall secure the consent of each candidate to serve if elected.
- B07.02. The candidates secured by the Nominating Committee shall be made known to the congregation in conjunction with the announcement of the meeting at which the election is to take place. (See C10.03 and C12.02 in the constitution.)
- B07.03. All nominations suggested by members of this congregation shall be submitted to the Nominating Committee in time to be put on the ballot. No nomination shall be made from the floor.

Section 8.

FINANCIAL MATTERS

- B08.01. The Congregation Council may enter into contracts for items not included in the budget up to an amount of \$5,000.00.
- B08.02. The Congregation Council may incur obligations of more than \$5,000.00 in excess of the annual budget only after approval by a Congregation Meeting.
- B08.03. The Congregation Council shall be required to solicit bids for new equipment or repairs which will cost \$5,000.00 or more.
- B08.04. The Board of Property shall have the authority to make repairs or improvements up to an amount of \$1,000.00 from the Property Improvement Fund. Projects in excess of that amount shall have the approval of the Congregation Council.
- B08.05. All moneys borrowed from any of the designated funds shall be repaid to the fund as soon as possible.

Section 9.

INACTIVITY DEFINED

(See C8.05.e. in the Constitution)

B09.01. A confirmed member, who in the judgment of the Congregation Council, shows no interest in attending worship services and does not partake of Holy Communion according to the church records and make a contribution of record, for a period of one year, shall be presumed to no longer desire membership.

The fore mentioned criteria for active membership shall not be applicable to those on active military duty, the “home bound,” those in long term care centers, or to those attending educational institutions outside the local community.

B09.02. The name and records of such inactive members shall be kept, however, in the files of this congregation. Such person shall be encouraged to take part in the congregational life, or to transfer elsewhere, as the situation may indicate to be advisable.

B09.03. If such person resumes activity he/she shall be restored to the active membership list.

Section 10.

EXCEPTIONS

B10.01. For the calendar year 1992, the provisions of C11.04 in the constitution shall not be in effect.

Section 11.

ST. PAUL EVANGELICAL LUTHERAN CHURCH ENDOWMENT FUND

(hereinafter also referred to as the “FUND”)

(see C19.02. in the Constitution)

B11.01. Establishment of the FUND

The congregation shall establish the FUND to receive and administer bequests, estates, insurance proceeds and other assets to be perpetual and perpetrating and to be overseen by the Endowment Fund Committee. These contributions may be designated - either wholly or partially - to the **several** designated endowment funds administered by this committee. These funds are established to enhance the continuing ministry of this congregation and are not to be consider a replacement of the regular and on going financial support for St. Paul congregation.

B11.012. The Endowment Fund Committee shall maintain different Categories of Designated Endowment Funds as the congregation determines. Designated Endowment funds may be established by the committee as need arises by approval of the congregation of pertinent By-Laws to establish the fund. The following funds are currently established.

1. Mission Endowment Fund

2. Capital Improvement Endowment Fund

3. Organ Endowment Fund

B11.02. The Endowment Fund Committee (hereinafter also referred to as the "COMMITTEE")

The COMMITTEE shall consist of nine (9) members, all of whom shall be voting members of St. Paul Evangelical Lutheran Church. Except as herein limited, the term of each member shall be three (3) years. Upon adoption of this resolution by the congregation (assuming this constitutional and by-law changes are adopted by the 1999 annual congregational meeting), it shall elect four (4 more) members to the COMMITTEE, two (2) to serve through 1999, one (1) to serve through the year 2000, and one (1) to serve through the year 2001 (thus there shall be three (3) members of the endowment committee elected each year thereafter.) Thereafter, at each congregational meeting at which elections are held, the congregation shall elect the necessary number for the term of three (3) years. No member shall serve more than two (2) consecutive three (3) year terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected. Members of the COMMITTEE shall take office on January 1 except for the initial year when they will take office immediately after election. A pastor of this congregation and the president of the congregation council or another congregation council member designated by the president shall be advisory members of the COMMITTEE. The nominating committee of the congregation shall nominate for the COMMITTEE and shall report at the congregational meeting in the same manner as for other offices and committees. In the event of a vacancy on the COMMITTEE, the congregation council shall appoint a member to fill the vacancy until the next election meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy. No member of the congregation council shall concurrently be a member of the COMMITTEE.

B11.03. Frequency of meetings

The COMMITTEE shall meet at least quarterly or more frequently as deemed by it in the best interest of the FUND.

B11.04. A Quorum

A quorum shall consist of the majority of members (5). When only five members are present a unanimous vote shall be required to carry any motion or resolution.

B11.05. COMMITTEE Structure

The COMMITTEE shall elect from its membership a chairperson, recording secretary and financial secretary. The chairperson, or member designated by the chairperson, shall preside at all COMMITTEE meetings.

B11.06. Minutes of Meetings

The recording secretary of the COMMITTEE shall maintain complete and accurate minutes of all meetings and supply a copy thereof to each member of the COMMITTEE. Each

member shall keep a complete copy of minutes to be delivered to his or her successor. The recording secretary shall also supply a copy of the minutes to the congregation council.

B11.07. Keeping Accounts

The financial secretary of the COMMITTEE shall work with the congregation's treasurer in maintaining and coordinating complete and accurate accounts for the FUND. The COMMITTEE shall maintain accounts with such financial institutions as it may by resolution authorize and determine. All checks and other documents transferring or expending any funds or assets in the FUND shall be executed by the treasurer and either the chairperson or secretary of the COMMITTEE. The books shall be audited annually by a certified public accountant or by the church audit committee. If a person is a member of the audit committee and also a member of the COMMITTEE, that person shall be replaced on the audit committee, for purposes of auditing the FUND, by a voting member of the congregation appointed by the congregation council.

B11.08. Reporting

The COMMITTEE shall report on a quarterly basis to the congregation council. In addition, the COMMITTEE shall render a full and complete audited account of the administration of the FUND during the preceding year at each annual meeting or duly called special meeting of the congregation for that purpose.

B11.09. Advice to the COMMITTEE

The COMMITTEE may request other members of the congregation to serve as advisory members and, at the expense of FUND income, may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the FUND.

B11.10. Liability of COMMITTEE Members

Members of the COMMITTEE shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member or of any accountant, agent, attorney or custodian selected with reasonable care. No member shall engage in any self dealing or transactions with the FUND in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the FUND.

B11.11. Name of FUND

All assets are to be held in the name of ST. PAUL EVANGELICAL LUTHERAN CHURCH ENDOWMENT FUND.

B11.12. Powers of the COMMITTEE

The COMMITTEE shall have the power to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent for the various designated fund accounts. The COMMITTEE shall make physical separation of the contributions into the various designated fund accounts in order to conform with the directions of the donor to a specified ENDOWMENT FUND administered by this committee.

B11.13. Separation of Principal and Income

The COMMITTEE shall determine what is principal and income according to accepted accounting procedures.

B11.14. Annual Distributions

Except as provided in 11.16, income from the FUND shall be distributed annually or at such other times as deemed necessary and/or feasible to accomplish the following purposes of each individual designated fund.

B11.14.1. Distribution from the Mission Endowment Fund

- a. Minimum of 25% for outreach into the community and synod, including, but not limited to, grants to ELCA seminaries, colleges, or students attending such schools, social service agencies, institutions and agencies to which this congregation relates, and to special programs designed for those persons in our parish area who are in spiritual and/or economic need.
- b. Minimum of 25% for missions of the Evangelical Lutheran Church in America in this continent and worldwide, including, but not limited to, grants to the Evangelical Lutheran Church in America for new congregational development in North America, professional leadership, educational ministries, global mission, ecumenism, evangelism, social ministries and capital debt financing.
- c. Up to 50% for any one or all of the above designated areas in any proportion as determined by the committee or for causes and programs which at the discretion of the COMMITTEE are consistent with the FUND purpose of enhancing the mission outreach of St. Paul Evangelical Lutheran Church.

B11.14.2. Purpose and Distribution of the Capital Improvement Endowment Fund

This fund is established to help fund Capital Improvements for St. Paul Lutheran Church, Clyde. These "improvements" may be to restore, remodel, renovate, or make structural additions to the present facilities of this congregation: The Church, Parish Hall,

Parsonage(s) or property. The Capital Improvement Fund may help fund the acquisition of new property and/or facilities as the congregation determines.

B11.14.3. Purpose and Distribution of the Organ Endowment Fund

This fund is established to help fund the maintenance and improvement of the organ for St. Paul Lutheran Church, Clyde. This “maintenance and improvements” should be beyond the normal tuning maintenance contract and upkeep of the instrument. This fund is to be used in “extraordinary circumstances” to assure a quality instrument for the congregation.

B11.15. Approval by Congregation

Recommendations for distribution from each fund administered by this committee shall be presented at the annual congregational meeting for approval.

B11.16. Exemption From Annual Distribution

Disbursements of income from the various FUNDS need not occur annually in the event causes and programs have not been approved by the committee sufficient to utilize income available, or if in the judgment of the COMMITTEE total annual disbursement of income is not recommended.

B11.17. Funds To Be Used For Church Purposes

Any gifts given to the FUND, as well as all income derived therefrom, will be used exclusively for religious, charitable, and educational purposes within the meaning of Section 501©(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as “Section 501©(3)”). This FUND is created and shall be operated exclusively for church purposes. No part of the income or property of this FUND shall inure to the benefit of or be distributable to any member, director, or officer of the church or to any other private person, except that the COMMITTEE is authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the FUND shall be the carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the document, the FUND shall, (a) not carry on any activities not permitted to be carried on by any entity exempt from federal income tax under Section 501©(3) or, (b) do any act which would render contributions to the FUND non-deductible under Section 170©(2) of the Internal Revenue Code of 1954. This FUND shall be dissolved in accordance with the laws of the State of Ohio. Upon dissolution, and after payment of all liabilities, obligations, costs and expenses incurred by this FUND, any remaining assets shall be distributed to such entities organized and operated exclusively for one or more purposes described in Section 170©(2) and 501©(3).

B11.18. Disbursement of Principal

When in the opinion of the COMMITTEE circumstances are so dire and of such an emergency nature that the future of the congregation is at stake and that the only recourse seems to be the use of the FUND principal, the COMMITTEE may, upon a two-thirds majority vote, recommend such authorizing action to the congregation. The congregation may, upon recommendation by the COMMITTEE, decide when and if any FUND principal shall be used, by a two-thirds majority vote of those members present at a legally called meeting of the congregation.

B11.19. Disposition or Transfer of the FUND

In the event St. Paul Evangelical Lutheran Church ceases to exist either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the congregation council in conformity with the approved congregational constitution and in consultation with the bishop of the synod to which this congregation belongs at such time. Consultation with the Evangelical Lutheran Church in America may be desirable for continuation of FUND obligations.

CONTINUING RESOLUTIONS
of
St. Paul Evangelical Lutheran Church
Clyde, Ohio
The Evangelical Lutheran Church in America

CR13.07.A92.

SPECIFIC DUTIES OF CONGREGATIONAL COMMITTEES

(See constitution C13.07.)

- A92.01. The Executive Committee shall have general oversight of the work and mission of the Congregation Council, serve on the Staff Support Committee (see C13.04. in the constitution), and have such additional powers and duties as the Congregation Council may from time to time assign.
- A92.02. The Nominating Committee shall secure candidates for the positions of Congregation Council, Memorial Committee, Endowment Fund Committee and Nominating Committee as described in C12.02. in the constitution and B07.01. in the bylaws.
- A92.03. The Audit Committee shall audit all financial records of the congregation proper, and shall present its report to the annual meeting in writing. The Audit Committee shall carefully examine all insurance policies to determine the amount and kind of insurance in force and include this report in its statement. (See C12.05.e. and C12.05.f. in the constitution.)

- A92.04. The Staff Support Committee shall work to support the pastor(s) in their ministry, and maintain and improve the communications between the pastor(s) and the congregation.
- A92.05. The Call Committee shall, with the advice and help of the bishop of the synod, recommend a candidate to the congregation for consideration as a pastor of this congregation. They shall pay particular attention to the needs and desires of the members of this congregation. (See Chapter 9 in the constitution.)

CR12.13.B92.

SPECIFIC DUTIES OF BOARDS

(See constitution C12.13. and Bylaws B05.04.)

- B92.01. The Board of Evangelism shall have special responsibility under the guidance of the pastor(s) for the development of a sound program of evangelism, and shall make recommendations thereon to the Congregation Council.
- B92.02. The Board of Parish Education shall have special responsibility under the guidance of the pastor(s) to operate the Sunday School and other schools of this congregation, to promote adult education, and to develop the youth education program in this congregation, and shall make recommendations thereon to the Congregation Council.
- B92.03. The Board of Property shall have special responsibility under the guidance of the pastor(s) for the management of the Property Improvement Fund and for the normal care, maintenance and improvement of the property, including the supervision of the custodian(s). This Board shall also make recommendations concerning abnormally large expenditures in these areas to the Congregation Council. (See B08.04. in the bylaws.)
- B92.04. The Board of Stewardship & Finance shall have special responsibility under the guidance of the pastor(s) for this congregation's development in the area of stewardship in accordance with scriptural principles, giving proper emphasis to all three of the factors of Time, Talents and Treasure, and shall make recommendations thereon to the Congregation Council. This Board shall also be responsible for preparing the congregational budget.
- B92.05. The Board of Youth & Social Ministry shall have special responsibility under the guidance of the pastor(s) for
- a. the youth groups in this congregation (i.e. Luther League, scouting, etc.);
 - b. the women's and men's organizations;
 - c. a response to the social concerns and crises in the congregation, community and world (i.e. personal and family tragedies, natural disasters, the work of Lutheran World Action and Lutheran World Relief, aging, hunger, alcoholism, etc.);
- and shall make recommendations thereon to the Congregation Council.

- B92.06. The Board of Worship shall have special responsibility under the guidance of the pastor(s) for the development of a sound program concerning spiritual matters pertaining to this congregation's worship, and for the general spiritual care of the congregation, and shall make recommendations thereon to the Congregation Council.
- B99.01. The treasurer shall be authorized to continue disbursement of money at the end of the fiscal year and before the next year's budget is approved and the same levels as ratified by the previous year's budget.

SPECIFIC DUTIES OF THE MEMORIAL COMMITTEE

(See constitution C13.07.)

- C00.02 The Memorial Committee as reformed by the Congregation Council 12/21/2000 shall have the following duties and responsibilities:
- a. The Memorial Committee's purpose is to develop and maintain a listing of furniture, Eucharistic wares, instruments and other items as determined by this committee which may be procured through the memorial fund or donated by individuals and/or groups. This list shall have the approval of the Congregation Council. The Memorial Committee shall receive recommendations of items and expenditures from The Congregation Council, Congregation Boards and any individual or group within (or outside) the congregation for placement upon the "Memorial List." The Memorial Committee shall maintain contact with all groups within the congregation to meet the needs of the parish.
 - b. The membership of the Memorial Committee shall be:
 - One Pastor as Advisory member
 - One representative appointed by The Women of the Church
 - One representative appointed by The Worship Board
 - One representative appointed by The Property Board
 - Three "At Large" members elected by the congregation
 - c. The Memorial Committee shall elect a president and secretary from it's own members annually.
 - d. The appointments shall be reviewed by their various representative groups annually.
 - e. Each "term of office" shall be for three (3) years with no person serving more than two (2) consecutive full terms. Upon acceptance of this policy the initial terms of office shall be: representative of The Women of The Church (1 year); representative of The Worship Board (2 years); representative of Property Board (3 years); representatives "At Large" from the Congregation shall have "staggered" 1, 2, 3 year terms. These positions shall be appointed by their respective group with the Congregation Council making the 3 at large appointments.

- f. Each vacancy shall be filled by the auxiliary or Board that the member represented. The Congregation Council shall appoint replacements for the vacancy of Congregation representatives.
- g. Terms of office shall be from January 1 to December 31.
- h. Each request for expenditure of funds shall be taken to the “Committee” for consideration within 30 days of such a request. All action shall be by a majority decision of the committee. A report of this committee’s activities shall be made at the monthly Congregation Council meeting. The approval of the Congregation Council (which is fiscally responsible for these funds - both designated and undesignated) is necessary for the expenditure of funds.
- i. All proposed donations of items to this congregation shall be reviewed by the Memorial Committee and a recommendation made to the Congregation Council after coordinating with any active committee (board/group) with related interest.
- j. The Memorial Committee shall meet at least semi-annually, or within thirty days of receiving a request.
- k. The Memorial Committee shall prepare an annual report for the yearly Congregation business meeting. This report shall contain a record of all gifts procured; all disbursements for the reporting year; and a summary of all funds. The committee shall regularly publicize its activities and listings in the parish newsletter (at least semi-annually.) All gifts to (and through) the memorial fund shall be properly acknowledged to the donor. A “Memorial Book” shall be kept and updated by the Memorial Committee for the archives and shall be accessible to the parish.
- l. All gifts to the and through the Memorial Fund shall be properly acknowledged to the donor (s) by committee secretary.
- m. An Archival record shall be maintained noting the donor and the date of donation, amount of donation, type of donation & designation of donation.

SPECIFIC DUTIES OF THE GOOD SAMARITAN COMMITTEE

(See constitution C13.07.)

C00.03 The Good Samaritan Committee as reformed by the Congregation Council 12/21/2000 shall have the following duties and responsibilities:

- a. The Good Samaritan Committee’s purpose shall be:
To aid the members of our parish in their time of severe need.
- b. The membership of the Good Samaritan Committee shall be:
One Pastor as Advisory member
The Congregation Treasurer

Three “At Large” members appointed by The Congregation Council

- c. The “term of office” for the three “At Large” members shall be for three years. Upon acceptance of this policy the initial terms of office shall have “staggered” 1, 2, 3 year terms.
- d. Terms of office shall be from January 1 to December 31.
- e. The Committee shall elect a chairperson annually.
- f. Each request for need shall be taken to the “Committee” for consideration within 14 days of such a request. All action shall be by a majority decision of the committee. The committee shall have the authority to approve the expenditure of funds up to \$1,000.00 without The Congregation Council’s approval. A report of all activities shall be made to Congregation Council at their monthly meeting.
- g. The Good Samaritan Committee shall prepare an annual report for the yearly Congregation business meeting. This report shall contain a record of all funds received and a summary of all disbursements for the reporting year.
- h. The Congregation Treasurer shall establish a Good Samaritan Fund account similar to The Property Improvement Fund. The opening Balance shall be the total of all Good Samaritan Fund receipts for the year 2000, minus the year 2000 expenditures, plus any unused funds in the Good Samaritan line item of the year 2000 Budget.