

**THE CONSTITUTION**  
**OF**  
**SAINT NICHOLAS LUTHERAN CHURCH**  
**(ELCA)**

**1450 Plum Point Road**  
**Huntingtown, MD 20639**

**Approved by Congregation January 27, 2008**  
**Ratified by Congregation November 9, 2008**  
**Certified copy sent to Synod December 1, 2008**

*(\* = From Model Constitution for ELCA Congregations)*  
*(Omitted chapters/sections done so intentionally by Model Constitution.)*

## **PREAMBLE**

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

## **Chapter 1 NAME AND INCORPORATION**

C1.01. The name of this congregation shall be Saint Nicholas Lutheran Church (ELCA).

C1.02. For the purpose of this constitution and the accompanying bylaws, the congregation of Saint Nicholas Lutheran Church (ELCA) is hereinafter designated as "this congregation."

C1.03. This congregation shall be incorporated under the laws of the State of Maryland.

## **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 of 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 centered 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 the 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 its congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers 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 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 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 our Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
- d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, standing with the poor and powerless, and committing itself to their needs.

- e. Nurture its members in the Word of God so as to grow in faith, 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 the ministry.
- c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in this 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 suffering, and participate responsibly in society.
- g. Motivate its members to provide financial support to this 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 its bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. [Such descriptions shall be contained in continuing resolutions in the section 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 Congregational Meeting called and conducted as provided in this constitution and its bylaws. (Refer to Chapter 10, C10.01-.07)

\*C5.03. Only such authority as is delegated in the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by this congregation. This congregation is authorized to:

- a. call a pastor as provided in Chapter 9;
- b. terminate the call of a pastor as provided in Chapter 9;
- c. call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the ELCA;

- d. adopt amendments to the constitution, as provided in Chapter 17, and amendments to the bylaws, as specified in Chapter 16;
- e. approve the annual budget;
- f. acquire real and personal property by gift, devise, purchase or other lawful means;
- g. hold title to and use its property for any and all activities consistent with its purpose;
- h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- i. elect its officers, and Congregation Council, and require them to carry out their duties in accordance with this constitution, its bylaws, and continuing resolutions, and
- j. terminate its relationship with the Evangelical Lutheran Church in America as provided in C6.

\*C5.04. This congregation annually shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the Metropolitan Washington, D. C. Synod of the Evangelical Lutheran Church in America.

C5.05. This congregation shall have a mission endowment fund that will operate as specified in this congregation's continuing resolutions. The purpose of the mission endowment fund is to provide for mission work beyond the operational budget of this congregation.

## **Chapter 6**

### **CHURCH AFFILIATION**

\*C6.01. This congregation shall be an independent part of the Evangelical Lutheran Church in America or its successor and of the Metropolitan Washington, D. C. 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 purpose 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 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, deaconesses, and diaconal ministers for call or appointment to other staff positions in this congregation according to 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 the constitution of the synod.

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

- a. This congregation, following the procedures outlined in \*C6.05, 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 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 all voting members of this congregation. This notice shall be submitted within ten (10) days after the resolution has been adopted.
- c. The bishop of the synod shall consult with this congregation during the period of at least ninety (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 ten (10) days in advance of the meeting.
- e. A certified copy of the resolution to terminate shall be sent to the synodical bishop, at which time the relationship between this congregation and the ELCA shall be terminated.
- f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this congregation and published in the periodical of this church.
- g. *N/A [Since this congregation was a member of the Lutheran Church in America ... This provision is to be used in the constitutions of congregations that formerly were part of the Lutheran Church in America.]*
- h. Since this congregation was a member of the Evangelical Lutheran Church in America, it shall be required, in addition to the foregoing provisions of \*C6.05, to receive synodical approval before terminating its membership in the Evangelical Lutheran Church in America.

\*C6.06. If this congregation considers 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 effected.

## **Chapter 7 PROPERTY OWNERSHIP**

\*C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the Metropolitan Washington, D. C. 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 procedures for discipline, title to property shall continue to reside in this congregation.

\*C7.03. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Metropolitan Washington, D. C. Synod.

\*C7.04. If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body, title to the 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 admitted thereafter who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.

\*C8.02. Membership 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 another Lutheran congregation or by affirmation of faith.
- b. ***Confirmed*** members are baptized members who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. ***Voting*** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation.

- 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 shall 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 approval of the Congregational Council.

\*C8.04. It shall be a 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 teachings of the Lutheran Church; and
- c. support the work of this congregation, 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 Congregational Council; or
- e. removal from the roll due to inactivity as defined in the bylaws. Such persons who have been removed from the rolls of the members shall remain persons for whom the church has a continuing pastoral concern.

## **Chapter 9 THE PASTOR**

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

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

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

- a. Every ordained minister shall:
  - 1) preach the Word;
  - 2) administer the sacraments;
  - 3) conduct public worship;
  - 4) provide pastoral care; and
  - 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.

- b. Each ordained minister with a congregational call shall, within this congregation:
  - 1) offer instruction, baptize, 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 Congregation Council, administer discipline.
- c. Every pastor shall:
  - 1) strive to extend the kingdom of God in the community, in the nation, and abroad;
  - 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
  - 3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and
  - 4) endeavor to increase the support given by this congregation to the work of the Evangelical Lutheran Church in America (ELCA) and the Metropolitan Washington, D. C. 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 the letter of call, which shall be attested to by the bishop of the synod.

\*C9.05. a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which, except in the case of death of a 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 completing 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 this 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; or
- 6. the dissolution of this congregation, or
- 7. suspension of the congregation as a result of discipline proceedings.

- b. When allegations of alleged 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 the allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop shall investigate such conditions personally in company with a committee of two ordained ministers and one lay person.
- c. In the 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 restoration of a disabled pastor's health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in this congregation or in another field of labor.
- d. In the case of alleged local difficulties which 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 a course of action to be recommended to the pastor and to this congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, this congregation may dismiss the pastor at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- e. If in the course of the 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(s) being served by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service to the congregation(s), without prejudice and with pay provided through a joint synodical and churchwide fund and with housing provided by the congregation(s).

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

\*C9.07. During this period of service, an interim pastor shall have the same rights and duties in this congregation of a regularly called pastor and may delegate 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 new 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 before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.

\*C9.09. When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised by a similar consultation.

\*C9.11. With the approval of the bishop of the synod, this 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 the term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of this 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 of this congregation:

- a. shall keep accurate pastoral records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from this congregation,
- b. shall submit a summary of such activity to the synod, and
- c. shall become a member of this congregation upon receipt and acceptance of the letter of call. *[In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.]*

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

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

## **Chapter 10**

### **CONGREGATION MEETINGS**

C10.1. The SEMI-ANNUAL meetings of the congregation shall be held at times specified in the bylaws.

C10.2. A special congregational meeting may be called by the pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of this congregation upon the written request of twenty-five percent (25%) 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.

C10.3. 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 of this congregation at least ten (10) days in advance of the meeting. 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.

C10.4. Twenty-five percent (25%) of the voting members of this congregation shall constitute a quorum.

C10.5. Voting by proxy or by absentee ballot shall not be permitted.

C10.6. All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.

C10.7. *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure for all meetings of this congregation.

## **Chapter 11 OFFICERS**

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

- a. Duties of the officers shall be specified in the bylaws.
- b. The officers shall be voting members of this congregation.
- c. 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 shall elect officers and they shall be the officers of the congregation. The officers shall be elected by written ballot and shall serve for two years or until their successors are elected. Their terms shall begin JANUARY 1. The pastor shall be an ex officio member of the Congregation Council.

C11.03(A08). No officer shall hold more than one office at a time. The officers shall be eligible to serve no more than three consecutive two-year terms in the same office.

## **Chapter 12 CONGREGATION COUNCIL**

C12.01. The voting membership of the Congregation Council shall consist of the pastor(s), not more than twelve members of this congregation, and the officers of this congregation. Any voting member of this 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 consecutive regular meetings of the Congregation Council without cause.

C12.02(A08). The members of the Congregation Council (except the pastor(s)) shall be elected at a legally called meeting of the congregation. The term of office for adult members shall be for two years with the term of office beginning on January 1<sup>st</sup> and ending on December 31<sup>st</sup>. Adult members are limited to three consecutive two-year terms. Newly elected Congregation Council members shall be installed at worship in January.

C12.03. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting. Individuals who have served less than one-half of a regular term shall be eligible for nomination and possible election to a full term.

C12.04. The Congregation Council shall have the general oversight of the life and activities of the congregation, and in particular its worship life, to the end that everything is done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America (ELCA). 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 the 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, or employment.
- e. To be examples individually and corporately of the style of life and ministry expected for 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 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 the 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 directors of this congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the power and be subject to the obligations that pertain to such boards under the laws in the State of Maryland, 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 this congregation.
- c. The Congregation Council may enter into contracts not to exceed a total of \$5,000 for items not included in the annual operating budget.
- d. The Congregation Council shall prepare an annual operating budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur total obligations of more than five percent (5%) in excess of the anticipated receipts only after approval by a congregation meeting. The budget shall attempt to meet 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 the 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, its bylaws, and any continuing resolutions are carried out.

C12.07. The Congregation Council shall provide an annual review of the membership roster, in conjunction with the annual meeting to elect officers.

C12.08(08). The Congregation Council, with the assistance of the pastor(2), shall be responsible for the employment and supervision of the salaried lay workers of the congregation.

C12.09. The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.

C12.11(08). The Congregation Council shall normally meet once a month. Special Congregation Council meetings may be called by the pastor(s) or the president, and shall be called by the president at the request of at least one half of its members. To the extent practical, notice of each special Congregation Council meeting shall be given all voting members of the congregation.

C12.12(08). A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, with not more than one pastor being counted for the establishment of the quorum, including the pastor(s) (or interim pastor), except when the pastor(s) (or interim pastor) requests or consents to be absent and has given approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the pastor(s) who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synodical bishop.

## **Chapter 13**

### **CONGREGATIONAL COMMITTEES**

C13.01(08). The officers of this congregation and the pastor(s) shall constitute the *Executive Committee*.

C13.02. A *Nominating Committee* of at least three voting members of the congregation, two of whom, if possible, shall be outgoing members of the Congregation Council, shall be elected at the annual meeting for a term of one year. Members of the Nominating Committee are not eligible for consecutive re-election.

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. The term of office shall be three years, with one member elected each year. Members shall be eligible for re-election.

C13.04(08). A *Mutual Ministry Committee* (in the absence of a Mutual Ministry Committee, the duties shall be filled by the Executive Committee) shall be appointed jointly by the president and the pastor(s). The term of office shall be two years, with three members to be appointed each successive year.

C13.05. When a pastoral vacancy occurs, a *Call Committee* of six voting members shall be elected by this congregation. The term of office will terminate at the installation of the newly called pastor.

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

C13.07. Duties of standing committees and areas of ministry 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 annual meeting, shall review 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 had been given by the Congregation Council and specified in a continuing resolution.

## **Chapter 15**

### **DISCIPLINE OF MEMBERS**

\*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. If for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, the president (if not the pastor) or vice president shall administer such admonitions.

\*C15.02. The process for disciplining a member of the congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be prepared by members of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Congregation Council of the need to issue a written citation to the accused and the accusers that specifies the time and place of the hearing before the Congregation Council. The written charges shall accompany the written citation to the accused. A member charged with the offense shall appear before the Congregation Council after having received a written citation, at least ten (10) days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Congregation Council may proceed with the hearing and may pass judgment in the member's absence.

\*C15.03. Members of the Congregation Council who participate in the preparation of the written charges or who present evidence or testimony in the hearing before the Congregation Council are disqualified from voting on the question of the guilt of the accused member. Should the allegations be sustained by a two-thirds majority vote of the members of the Congregation Council who are not disqualified but who are present and voting, and renewed admonition proves ineffectual, the council shall impose one of the following disciplinary actions:

- a. censure before the council or this 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 the disciplinary action has been taken by the Council shall have the right to appeal the decision to the Synod Council. Such right may not be abridged and the decision of the Synod Council shall be final.

\*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.

\*C15.06. For disciplinary actions in this congregation, "due process" shall be observed as specified in 20.41.03 in the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.

\* C15.07. No member of this congregation shall be subject to discipline for offenses that the Congregation Council has previously heard and decided, unless so ordered by the Synod Council after an appeal.

\*C15.10. Adjudication (*See \*C15.11 below*)

\*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 fails 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 sixty (60) days before a regular or special Congregation Meeting called for that purpose and that the Congregation Council notify the Congregation's members by mail of the proposal with the Council's recommendations at least thirty (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. Those sections of this constitution that are not required, in accord with the Model Constitution for Congregations of the Evangelical Lutheran Church in America, may be amended in the following manner: Amendments may be proposed by at least ten (10) voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation meeting called for that purpose. The Congregation Council shall notify the congregation's members by mail of the proposal together with the council's recommendations at least 30 days in advance of the meeting.

\*C17.02. An amendment to this constitution, proposed under \*C17.01, shall:

- a. be approved at a legally called Congregation meeting according to this constitution by a majority vote of those present and voting,

- b. be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting, and
- c. have the effective date included in the resolution and noted in the constitution.

\*C17.03. Any amendments to this constitution that result from the processes provided in \*C17.01 and \*C17.02 shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of 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 Metropolitan Washington, D. C. Synod of the ELCA.

\*C17.04. Whenever the *Model Constitution for Congregations* is amended by the Churchwide Assembly, this constitution may be amended to incorporate any such amendment by a simple majority vote of those voting members present and voting 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, together with the Council's recommendations, 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. Such provisions shall become effective immediately following a vote of approval.

## **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. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.

\*C18.02. Continuing resolutions shall be enacted or amended by a two-thirds vote of all members of the Congregation Council.

## **Chapter 19 INDEMNIFICATION**

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

## **Chapter 20 PARISH AUTHORIZATION (NOT APPLICABLE)**

**THE BYLAWS**

**OF**

**SAINT NICHOLAS LUTHERAN CHURCH**  
**(ELCA)**

1450 Plum Point Road  
**Huntingtown, MD 20639**

**Approved by Congregation January 27, 2008**  
**Ratified by Congregation November 9, 2008**  
**Certified Copy sent to Synod December 1, 2008**

## **PREAMBLE**

In accordance with (iaw) the constitution [C16, Chapter 16 BYLAWS] of Saint Nicholas Lutheran Church (ELCA) of Calvert County, Maryland, as presented to the congregation at the annual meeting on 22 October 1995 and as adopted and approved by this congregation at a legally called Congregation Meeting on 21 January 1996, the following bylaws were effective on 21 January 1996. Whenever possible, and to minimize difficulty, all references to sections in the governing constitution shall be parenthetically annotated by the following method: for the section referenced, C signifying the constitution series, the section number e.g. 1.01 through 20.0, and further paragraph and subsections as may apply. This is only done to aid the user, not to detract from or challenge the actual wording or descriptions in the constitution. In accordance with the current ELCA Model Constitution, our bylaws also identify the date of adoption by use as a suffix, A97 for annual meeting 1997. Bylaws section numbers refer to the constitution's sections.

## **MEMBERSHIP [C8.05]**

C8.05.01 (A08) Membership in this congregation may be terminated from the roll due to inactivity as judged by a review committee to include pastor(s) and council president. Members who have communed or contributed during the previous year shall be considered active, but their membership may still be terminated by death, resignation, transfer, release or disciplinary action.

## **CONGREGATIONAL MEETINGS [C10.0]**

C10.01 (A99) The two semi-annual meetings shall be held in the fall and in January. The fall meeting is for electing new council members and approving a budget. The January meeting is for presenting the annual review and other business as necessary.

## **DUTIES OF THE OFFICERS [C11.01.a]**

C11.01.01 (A96) The President shall: [C10.02, C11.01.01, C12.10, C13.04]

- a. Preside at all meetings of the congregation.
- b. Prepare a written report to be included in the annual report.
- c. Prepare and sign all legal correspondence written on behalf of the congregation.
- d. Be authorized and empowered, in the name of the congregation, to sign deeds and other instruments as directed by the congregation, provided the signature of another officer also appears on such documents.
- e. Convene the first meeting of the Call Committee.
- f. Be an ex-officio member of all congregational committees as listed in the bylaws.
- g. Serve as President of the Council as per article C11.01.c of the constitution, and shall
  1. Preside at all the meetings of the Council and provide leadership for same.
  2. Be responsible for setting the agenda for the Council.

C11.01.02 (A96) The Vice President shall: [C11.01.02]

- a. Exercise the duties of the President as required in the absence of the President, and assume the position of the President when the Council declares the office of the President vacant, as in the case of resignation from the office, disability, transfer, or other permanent absence of the President.
- b. Convene the organizational meeting of the Nominating Committee.
- c. Convene the first yearly meeting of the Audit Committee.
- d. In the absence of the Secretary be authorized and empowered in the name of this congregation to attest all deeds and instruments which require the same and which have been signed by the President of this congregation.
- e. Be an ex-officio member of all congregational committees listed in the bylaws.

C11.01.03 (A96) The Secretary shall: [C11.01.01, C16.04, C17.03]

- a. Keep the minutes of all meetings of the congregation and be responsible for the printing and distribution of such minutes.
- b. Be authorized and empowered in the name of this congregation to attest all deeds and instruments which require the same and which have been signed by the President of this congregation.
- c. Classify and arrange all important papers and documents and deposit them in the archives of this congregation.
- d. On the first Sunday of each month provide for display to the congregation a copy of the minutes of the last two congregational meetings and the minutes of the last six council meetings.
- e. Perform such other duties and have such other authority and powers as the Council may from time to time prescribe or the President may from time to time delegate.
- f. Serve as Secretary of the Council as per Article C11.01.c of the constitution and shall keep the minutes of all meetings of the Council and be responsible for the printing and distribution of such minutes.

C11.01.04 (A96) The Treasurer shall:

- a. Maintain custody of the funds of the congregation.
- b. Receive and disburse such funds in accordance with the decisions of this congregation and the Council.
- c. Prepare a financial report for the annual report.
- d. Prepare the budget with the assistance of the Finance Committee.
- e. In the absence of the Secretary be authorized and empowered in the name of this congregation to attest all deeds and instruments which require the same and which have been signed by the President of this congregation.
- f. Serve as Treasurer of the Council as per Article C11.01.c of the constitution and shall prepare a monthly financial report for the Council.

## **CONGREGATIONAL COUNCIL [C12.05.0]**

C12.05.01 (A08) The Council [C.12]

- a. The Council may, at its discretion, move any or all of the funds from any single line item to another, provided that they both appear under the same general [budget] category.
- b. A quorum for the council shall be a majority of the members: a pastor (unless excused), the President (or Vice President), and at least five other members.

C12.08.00 (A99) Council shall adopt policies for the fair hiring, supervision, and review of all paid staff positions. In congregational meetings, council meetings, and annual performance reviews, a congregational member shall not take part in hiring, salary, or performance deliberations of paid staff who is also an immediate family member.

## **COMMITTEES [C13.07]**

C13.07.01 (A96) Select Committees: Nominating Committee

a. The Nominating Committee shall: [C13.02]

1. Place in nomination a list of one or more candidates for each officer's position, to be filled at the next annual election meeting.
  2. Place in nomination a list of one or more candidates for each council position, to be filled at the next annual election meeting.
  3. Place in nomination a list of one or more candidates for each Nominating Committee position, to be filled at the next annual election meeting.
  4. Place in nomination a list of one or more candidates for each synod convention position, to be filled at the next annual election meeting.
  5. Place in nomination, from time to time, a list of one or more candidates for positions, as deemed necessary by the Council, to be filled at the next annual election meeting.
- b. The consent of each candidate to be nominated must be secured prior to nomination.
- c. The list of nominees shall be announced to the congregation in conjunction with the announcement of the annual election meeting of the congregation at which the elections are to take place.
- d. The Vice-President shall convene the organizational meeting of the Nominating Committee. At this meeting, the committee shall select one of their members to serve as chairperson, at which time the duty of the Vice-President is completed.
- e. The Council shall appoint members to fill vacancies on the Nominating Committee.

C13.07.02 (A96) Select Committee: Mutual Ministry [{C13.07.02, C13.04}]

a. The Mutual Ministry Committee shall meet with the pastor(s) to:

1. Provide support and encouragement.
2. Hear their concerns, joys, and sorrows.
3. Provide feedback from the committee members and the congregation.
4. Encourage harmony and cooperation among staff.
5. Help prevent and resolve misunderstandings and conflicts among and between staff person(s) and the Council.
6. This committee shall make regular reports of meetings and concerns to the Council and/or the congregation, when appropriate.
7. The committee shall not participate in review/evaluations of the ministries and performance of the pastor(s) and other staff, and in the setting of salaries.

8. In the absence of a mutual ministry committee, the executive committee may perform these duties with the consent of the Congregational Council.

C13.07.03 (A96) Select Committee: Audit Committee

The Vice-President shall convene the organizational meeting of the audit committee. At this meeting, the committee shall select one of their members to serve as chairperson, at which time the duty of the Vice-President is completed. A Certified Public Accountant is suggested.

C13.07.04 (A99) Select Committee: Personnel Committee

The Personnel Committee shall be convened to fill paid (lay) staff vacancies or when other personnel matters arise concerning the staff, as deemed necessary by the council.

**THE CONTINUING RESOLUTIONS**

**OF**

**SAINT NICHOLAS LUTHERAN CHURCH**  
**(ELCA)**

**1450 Plum Point Road**  
**Huntingtown, MD 20639**

**Approved by Congregation January 27, 2008**  
**Ratified by Congregation November 9, 2008**  
**Certified copy sent to Synod December 1, 2008**  
**Amended by Council November 10, 2010**

## **CONTINUING RESOLUTIONS**

Revision approved at the December 14, 2004 Council meeting after consolidation of the many “versions” of the previous Continuing Resolutions by the Constitution and By-Laws Committee begun in May, 2004.

### **C5.05 (A-05) Mission Endowment Fund**

A Mission endowment Fund shall be maintained to provide for mission work beyond the operational budget of this congregation. It shall be maintained among the designated funds of the financial records of the church under the Ministry of Evangelism and Outreach. The means of funding this Fund shall be at the discretion of the Congregation Council.

### **C9.12 (A08) Role of the Pastor(s)**

The pastor’s responsibilities are outlined in the constitution and letter of call, and the following responsibilities:

1. The pastor is the chief administrator responsible for the implementation of policies and direction mandated by the constitution, congregation and council. As a council member and spiritual leader, the pastor is empowered and encouraged to be the principal vision-maker for the goals and direction of the church.
2. The pastor’s day-to-day activities shall be consistent with the policies and direction of the council.
3. The pastor is responsible for the day-to-day use of church resources. For example, the pastor may approve use of worship space for ordinary one-time events such as weddings. The pastor can approve use of church facilities on an on-going basis, such as for weekly scout meetings.
4. The pastor is the day-to-day supervisor of the staff of the church. For example, the pastor may direct staff to perform certain functions that are generally consistent with their job description. The pastor may assign new, long-term job functions. The pastor’s duties include day-to-day supervision of the activities of the church. For example, the pastor may arrange and organize special worship services; however, permanent changes may only be made with committee and council approval.
5. The pastor is an ex-officio member of all Areas of Ministry and Standing Committees.

### **C12.00 (08) – Council Members**

To assure full congregational representation yet maintain a workable number of participants, council members shall be the President, Vice President, Secretary, Treasurer, six At-Large members, a high school youth member, and the Pastor(s). Council members shall serve as liaisons between the council and the areas of ministry.

C12.03 (08) – Council Terms, with Staggered terms for Officers

Given that council members are elected for two-year terms, half (three) of the at-large members' terms shall begin each year. The term for President shall begin on an alternate year from the term for Vice President. The term for Secretary shall begin on an alternate year from the term for Treasurer. Filling a vacancy by appointment or election shall not change the date for the end of the term already established. Adult council members are limited to three consecutive two-year terms. The high school youth member is limited to three one-year terms.

C12.08 (A-98) – The Congregational Council shall be responsible for the salaried lay workers of the congregation.

When a vacancy occurs in the lay staff or when other personnel matters arise concerning lay staff, the President may appoint a Personnel Committee of three members, one of whom shall be designated the chair. The Pastor shall be an ex-officio member of this committee.

Council shall oversee the preparation of written job descriptions for all paid (lay) staff positions. Council shall direct that job performance reviews with all paid staff employees be performed at least annually. The review should be conducted by the president or vice-president, the pastor, or other council members or lay leaders (such as the appropriate Ministry Sponsor) as council sees fit, but not an immediate family member of the employee.

C13.07 (04) (10) – Areas of Ministry, Standing Committees, and Select Committees

Areas of Ministry:

The Ministry Structure may change over the course of time but the duties of these program areas remain the same:

To coordinate the necessary steps that will ensure scheduled worship service in accordance with the liturgy of the ELCA.

To stimulate and lead the congregation in personal witness to their Christian belief, and to reach out to all in our community so all may grow in faith and experience the good news of Jesus Christ.

To promote true expression of Christian faith in our daily living and in our church activities.

To provide for, promote, and oversee all programs of education and study for all ages within the church.

To extend Christian love, compassion and helpfulness to the ill, the aged, the underprivileged, all people in need of aid in body and soul.

Standing Committees:

1. Building and Property – To oversee the upkeep, maintenance and development of the buildings, grounds and property.
2. Finance – To oversee the financial matters of the church, as coordinated by the Treasurer.
3. Mutual Ministry – To be responsible to the Officers in providing for better support by the congregation to the pastor(s) and other staff in serving their ministries. This function is performed by the executive committee unless established as a separate group by council action.

Select Committees:

1. Audit – To be responsible for performing an annual audit as coordinated by the Vice President.
2. Call – To be convened whenever a pastoral vacancy occurs or there is a need for additional pastoral staff, and consist of at least six voting members elected by the congregation or recommended by the Pastor and approved by the council.
3. Nominating – To develop a slate of nominees for the next annual election meeting, and report to the President. (See section 12.03)
4. Personnel – The Personnel Committee is an ad-hoc committee and shall be comprised of at least three congregational members. The pastor shall be a member of the committee and council shall appoint at least two other congregational members. A personnel committee member shall not take part in the committee's deliberations concerning an immediate family member. In the case of a vacancy, the committee shall take the actions necessary to obtain candidates for the position, conduct interviews and other procedures as they deem necessary, and make recommendations to council. In the case of other personnel concerns, the committee shall take such actions as necessary to evaluate the matter under consideration and to make recommendations to council.

NOTE: During the required biennial review of the church mission, its goals, the Constitution and By-Laws, the Continuing Resolutions shall be reviewed as needed.