

**CONSTITUTION & BY-LAWS**  
**for**  
**SALEM LUTHERAN CHURCH**  
**Sycamore, Illinois**

Congregation Originally Adopted  
October 22, 1989

with an  
Effective Date  
of  
January 21, 1990

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This document includes all updates through  
**February 1, 2018**

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**ENABLING RESOLUTION FOR CONSTITUTION & BY-LAWS -- SALEM LUTHERAN CHURCH**  
**October 22, 1989**

WHEREAS, the Evangelical Lutheran Church of America (ELCA) which was officially started on January 1, 1988 as a result of a merger from the three predecessor churches of Lutheran Church in America (LCA), American Lutheran Church (ALC), and the American Evangelical Lutheran Church (AELC), and

WHEREAS, the ELCA has adopted a new model constitution for local congregations and has requested that each congregation make modifications to their constitution to conform with the newly merged Church, and

WHEREAS, the Church Council of Salem Lutheran Church, Sycamore, Illinois, on April 19, 1988 did appoint a special committee (appointed to the committee were Ken Dargatz, Laura Gilmore, Gary Hanson, Fran Nelson, Pastor Gary Ryden, John Welander, and Wayne White) for the purpose of rewriting Salem's constitution and by-laws, and

WHEREAS, this committee has met numerous times over the last year and a half, including several sessions to gain input from the congregation, and has now recommended a document for the approval of the Church Council, and

WHEREAS, the Church Council has reviewed the recommendation of the committee and on August 15, 1989 and September 19, 1989 voted to accept the proposal and distribute the complete written document by mail to each family of Salem Lutheran Church before a special meeting was held for ratification of the new Constitution and By-Laws;

NOW, THEREFORE, BE IT RESOLVED that the current Constitution and By-Laws in effect today are rescinded effective at the start of the annual meeting in January, 1990.

BE IT FURTHER RESOLVED that the Congregation of Salem Lutheran Church, Sycamore, Illinois, does hereby adopt the attached Constitution and By-Laws and that said document will be effective at the start of the Annual Meeting held in January, 1990.

BE IT FURTHER RESOLVED that the following enabling provisions will apply from today through June 30, 1990 to allow for the smooth transition from the old governing provisions to the new:

1. That the current council members and officers will remain in office until adjournment of the annual meeting in January, 1990.
2. That prior to the annual meeting in January, 1990, the church council will elect the officers of the council and congregation who will serve from the adjournment of the annual meeting in January, 1990 through June 30, 1990. Such service by the officers will not be counted in the limitation of two consecutive terms as set forth in C.11.03.

3. That the Nominating Committee, prior to the annual meeting in January, 1990 will recommend a slate of candidates to the Church Council. Said slate will contain a minimum of twenty-four candidates for Congregation Council and ten candidates for the Trust Fund Committee. Further, the slate will contain a minimum of six candidates for the Audit Committee and twelve candidates for the Nominating Committee. Candidates for Congregation Council and the Trust Fund Committee may be the same individual, though said individual may not be elected to both positions.
4. That at the annual meeting in January, 1990, twelve members will be elected to the Congregation Council. Each person qualified to vote may vote for up to twelve candidates. The four candidates who receive the highest vote totals will be elected for three year terms, the four who receive the fifth through eighth most votes will be elected to two year terms, and the candidates who receive the ninth through the twelfth most votes will be elected to a one year term.
5. That at the annual meeting in January, 1990, five members will be elected to the Trust Fund Committee. Each person qualified to vote may vote for up to five candidates. The candidate who receives the most votes is elected to a five year term. The candidate with the second highest vote is elected to a four year term. The candidate with the third highest vote is elected to a three year term. The candidate with the fourth highest vote is elected to a two year term. The candidate with the fifth highest vote is elected to a one year term.
6. That at the annual meeting in January, 1990, three members will be elected to the Audit Committee. Each person qualified to vote may vote for up to three candidates. The candidate with the most votes will be elected for a three year term. The candidate with the second most votes will be elected for a two year term and the candidate with the third most votes will be elected for a one year term.
7. Sections C.12.02 and B.12.02(1), of the new Constitution and By-Laws, which limits consecutive years of service, apply in relation to Sections Four and Five above, for candidates initially elected to less than normal full terms. Section B.01.02, of the new By-Laws, which defines "election", does not apply in relation to Sections Four, Five, and Six above.
8. That all Continuing Resolutions approved by the current or prior Church Councils will be rescinded as of the start of the first Congregation Council meeting after January 31, 1990.
9. That all other congregation-wide elected positions in the church, save for the pastors, and other boards and committees appointed by the council are declared vacant and void as of the start of the first Congregation Council meeting after January 31, 1990.

Passed this 22nd day of October, 1989, Salem Lutheran Church, Sycamore, IL.

**C.00.00      CONSTITUTION OF SALEM LUTHERAN CHURCH (01-21-1990)****\*C.00.01      PREAMBLE (01-21-1990)**

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 be governed by its provisions. In the name of the Father and of the Son and of the Holy Spirit.  
(01-21-1990)

**C.01.00      NAME AND INCORPORATION (01-21-1990)**

C.01.01      The name of this Congregation shall be Salem Lutheran Church.  
(01-21-1990)

C.01.02      For the purpose of this Constitution and the accompanying By-Laws, the congregation of Salem Lutheran Church is hereinafter designated as "this Congregation." (01-21-1990; 01-20-2002)

C.01.11      This Congregation shall be incorporated under the laws of the State of Illinois. (01-21-1990)

**C.02.00      CONFESSION OF FAITH      (01-21-1990)**

- \*C.02.01      This Congregation confesses the Triune God, Father, Son, and Holy Spirit. (01-21-1990)
- \*C.02.02      This Congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe. (01-21-1990)
- 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. (01-21-1990)
  - 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. (01-21-1990)
  - 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. (01-21-1990)
- \*C.02.03      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. (01-21-1990)
- \*C.02.04      This Congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this Congregation. (01-21-1990)
- \*C.02.05      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. (01-21-1990)
- \*C.02.06      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. (01-21-1990)
- \*C.02.07      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. (01-21-1990)

**C.03.00 NATURE OF THE CHURCH (01-21-1990)**

- \*C.03.01 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. (01-21-1990)
- \*C.03.02 This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian Unity throughout the world. (01-22-2017)
- \*C.03.03 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. (01-21-1990) (Numbering only 01-22-2017)
- \*C.03.04 This church, inspired and led by the Holy Spirit, participates in The Lutheran World Federation as a global communion of churches, engaging in faithful witness to the gospel of Jesus Christ and in service for the sake of God's mission in the world. (01-22-2017)
- \*C.03.05 The name Evangelical Lutheran Church in America (ELCA or "this church") as used herein refers in general references to this whole church, including its three expressions—congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein. (01-19-2014) (Numbering only 01-22-2017)



**C.04.00 STATEMENT OF PURPOSE** (01-21-1990)

- \*C.04.01 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. (01-21-1990)
- \*C.04.02 To participate in God's mission, this congregation as a part of the Church shall: (01-21-1990)
- a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service. (01-21-1990)
  - 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. (01-21-1990)
  - 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 Sanctified of all. (01-21-1990)
  - 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. (01-21-1990)
  - 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. (01-21-1990)
  - 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. (01-21-1990)

- \*C.04.03 To fulfill these purposes, this Congregation shall: (01-21-1990)
- a. Provide services of worship at which the Word of God is preached and the sacraments are administered. (01-21-1990)
  - b. Provide pastoral care and assist all members to participate in this ministry. (01-21-1990)
  - c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their Congregation. (01-21-1990)
  - d. Teach the Word of God. (01-21-1990)
  - e. Witness to the reconciling Word of God in Christ, reaching out to all people. (01-21-1990)
  - f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society. (01-21-1990)
  - 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. (01-21-1990)
  - h. Foster and participate in interdependent relationships with other congregations, the Synod, and the churchwide organization of the Evangelical Lutheran Church in America. (01-21-1990)
  - i. Foster and participate in ecumenical relationships consistent with churchwide policy. (01-21-1990)
- \*C.04.04 This Congregation shall develop an organizational structure to be described in the By-Laws. 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 in the section on the Congregation Committees. (01-21-1990; 01-20-2002; 01-19-2014)
- \*C.04.05 This Congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs. (01-21-1990)
- \*C.04.06 References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God's mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law. (01-19-2014)
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**C.05.00 POWERS OF THE CONGREGATION** (01-21-1990)

- \*C.05.01 The powers of this Congregation are those necessary to fulfill its purpose. (01-21-1990)
- \*C.05.02 The powers of this Congregation are vested in the Congregation Meeting called and conducted as provided in this Constitution and By-Laws. (01-21-1990)
- \*C.05.03 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:  
(01-21-1990; 01-20-2002)
- a. call a Pastor as provided in Chapter C.09.00; (01-21-1990)
  - b. terminate the call of a Pastor as provided in Chapter 9; (01-21-1990; 01-20-2002)
  - c. call a minister of Word and service; (01-22-2017)
  - d. terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America; (01-21-1990; 01-20-2002; 01-22-2017)
  - e. adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17; and continuing resolutions, as provided in Chapter 18.  
(01-28-2007; 01-19-2014; 01-22-2017)
  - f. approve the annual budget; (01-21-1990; numbering 01-22-2017)
  - g. acquire real and personal property by gift, devise, purchase, or other lawful means;  
(01-21-1990; numbering 01-22-2017)
  - h. hold title to and use its property for any and all activities consistent with its purpose;  
(01-21-1990; numbering 01-22-2017)
  - i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;  
(01-21-1990; numbering 01-22-2017)
  - j. elect its Congregation Council, boards, and committees, and require them to carry out their duties in accordance with the Constitution, By-Laws, and Continuing Resolutions; and  
(01-21-1990; numbering 01-22-2017)
  - k. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter C.6.00. (01-21-1990; numbering 01-22-2017)
- \*C.05.04 This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be prescribed in guidelines established by the Northern Illinois Synod of the Evangelical Lutheran Church in America. (01-20-2002)
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**C.06.00 CHURCH AFFILIATION** (01-21-1990)

- \*C.06.01 This Congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Northern Illinois Synod of the Evangelical Lutheran Church in America. This Congregation is subject to the discipline of the Evangelical Lutheran Church in America. (01-21-1990)
- \*C.06.02 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. (01-21-1990)
- \*C.06.03 This Congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which: (01-21-1990)
- a. This Congregation agrees to be responsible for its life as a Christian community. (01-21-1990)
  - b. This Congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America. (01-21-1990)
  - c. This Congregation agrees to call pastoral leadership from the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the Bishop of the Synod. These special circumstances are limited either to calling a candidate approved for the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastor services with minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion. (01-21-1990; 01-19-2014; 01-22-2017)
  - d. This Congregation agrees to consider ministers of Word and Service for call to other staff positions in the Congregation according to the procedures of the Evangelical Lutheran Church in America. (01-21-1990; 01-20-2002; 01-22-2017)
  - 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 By-Laws of the Evangelical Lutheran Church in America and with the Constitution of the Synod. (01-21-1990)
- \*C.06.04 Affiliation with the Evangelical Lutheran Church in America may be terminated as follows: (01-21-1990)
- a. This Congregation takes action to dissolve. (01-21-1990)
  - b. This Congregation ceases to exist. (01-21-1990)
  - 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. (01-21-1990)
  - d. This Congregation follows the procedures outlined in C.06.05. (01-21-1990)
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- \*C.06.05 This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure: (01-19-2014; 01-22-2017)
- a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds vote of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the congregation council. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting. (01-19-2014)
  - b. The secretary of the congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted. (01-19-2014)
  - c. The bishop of the synod and the congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the synod of the notice as specified in paragraph b. above. (01-19-2014)
  - d. If the congregation, after such consultation, still seeks to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the meeting shall be mailed to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting. (01-19-2014)
  - e. A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraphs g., h., and i. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church. (01-19-2014)
  - f. Notice of termination shall be forwarded by the bishop to the secretary of the ELCA, who shall report the termination to the Churchwide Assembly. (01-19-2014; 01-22-2017)
  - g. This Congregation shall abide by these covenants by and among the three expressions of this church: (01-22-2017)
    1. Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in \*C.6.05., shall be required to receive Synod Council approval before terminating their membership in this church. (01-19-2014; numbering 01-22-2017)
    2. Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05., to receive synodical approval before terminating their membership in this church. (01-19-2014; numbering 01-22-2017)
    3. Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in \*C6.05, to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church. (01-19-2014; numbering 01-22-2017)
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**\*C.06.05 (Continued)**

- h. If this congregation fails to achieve the required two-thirds vote of voting members present at the congregation's first meeting as specified in paragraph a. above, another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If this congregation fails to achieve the required two-thirds vote of voting members present at the congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of \*C6.05. and may begin no sooner than six months after that second meeting. (01-19-2014; 01-22-2017)

**\*C.06.06** If this Congregation considers relocation, it shall confer with the Bishop of the Synod in which it is territorially located and the appropriate unit of the Churchwide Organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected. (01-21-1990; 01-20-2002; 01-23-2011; 01-19-2014)

**\*C.06.07** If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the Bishop of the Synod in which it is territorially located and the appropriate unit of the Churchwide Organization before any steps are taken leading to such action. (01-23-2011; 01-19-2014)

**C.07.00 PROPERTY OWNERSHIP (01-21-1990)**

**\*C.07.01** If this Congregation ceases to exist, title to undisposed property shall pass to the Northern Illinois Synod of the Evangelical Lutheran Church in America. (01-21-1990)

**\*C.07.02** If this Congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this Congregation. (01-21-1990)

**\*C.07.03** If two-thirds of the voting members of this Congregation present at a legally called and conducted special meeting of this Congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this Congregation, provided the process for termination of relationship in \*C.06.05 has been followed. Before this Congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Northern Illinois Synod. (01-21-1990; 01-28-2007; 01-19-2014; 01-22-2017)

**\*C.07.04** If two-thirds of the voting members of this Congregation present at a legally called and conducted special meeting of this Congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in \*C.06.05, title to property of this Congregation shall continue to reside in this Congregation only with the consent of the Synod Council. The Synod Council, after consultation with this Congregation by the established Synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this Congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a Congregation of the Evangelical Lutheran Church in America. (01-21-1990; 01-20-2002; 01-19-2014; 01-22-2017)

**C.08.00 MEMBERSHIP** (01-21-1990)

- \*C.08.01 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 By-Laws. (01-21-1990; 01-20-2002)
- \*C.08.02 Members shall be classified as follows: (01-21-1990)
- 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. (01-21-1990)
  - 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. (01-21-1990)
  - c. Voting members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws. (01-21-1990; 01-20-2002; 01-27-2008; 01-22-2017)
  - 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. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws. (01-21-1990; 01-20-2002; 01-22-2017)
  - e. Seasonal members are voting members of other ELCA congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that: (01-22-2017)
    1. they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation; (01-22-2017)
    2. they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation; (01-22-2017)
    3. they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with the ELCA; (01-22-2017)
    4. they shall not have the right to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly; (01-22-2017)
    5. they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and (01-22-2017)
    6. they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members. (01-22-2017)
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- \*C.08.03 All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council. (01-21-1990)
- \*C.08.04 It shall be the privilege and duty of members of this Congregation to: (01-21-1990)
- a. make regular use of the means of grace, both Word and sacraments; (01-21-1990)
  - b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and (01-21-1990)
  - 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. (01-21-1990)
- \*C.08.05 Membership in this Congregation shall be terminated by any of the following: (01-21-1990)
- a. death; (01-21-1990)
  - b. resignation; (01-21-1990)
  - c. transfer or release; (01-21-1990)
  - d. disciplinary action in accordance with ELCA constitutional provision C.20.41 and the accompanying by-laws; (01-21-1990; 01-19-2014; 01-22-2017) (Note: C.20, a discretionary section, is not part of Salem's Constitution.)
  - e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws. (01-21-1990; 01-22-2017)

Such persons who have been removed from the roll of members shall remain persons for whom the church has a continuing pastoral concern. (01-21-1990)



**C.09.00 ROSTERED MINISTER** (01-21-1990; 01-22-2017)

- \*C.09.01 Authority to call a Pastor shall be in this Congregation by at least a two-thirds vote of voting members present and voting at a meeting regularly called for that purpose. Before a call is issued, the Officers, or a committee elected by this Congregation to recommend the call, shall seek the advice and help of the Bishop of the Synod. (01-21-1990; 01-22-2017)
- \*C.09.02 Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for the congregation by the Synodical Bishop may be called as a Pastor of this Congregation. (01-21-1990; 01-22-2017)
- \*C.09.03 Consistent with the faith and practice of the Evangelical Lutheran Church in America, (01-21-1990; 01-20-2002)
- a. Every minister of Word and Sacrament shall: (01-21-1990; 01-20-2002; 01-22-2017)
    - 1) preach the Word; (01-21-1990)
    - 2) administer the sacraments; (01-21-1990)
    - 3) conduct public worship; (01-21-1990)
    - 4) provide pastoral care; (01-21-1990)
    - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel; (01-22-2017)
    - 6) impart knowledge of this church and its wider ministry through distribution of its communications and publications; (01-22-2017)
    - 7) witness to the Kingdom of God in the community, in the nation, and abroad; and (01-22-2017)
    - 8) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world. (01-21-1990; numbering 01-22-2017)
  - b. Each pastor with a Congregational call shall, within the Congregation: (01-21-1990; 01-22-2017)
    - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead; (01-21-1990)
    - 2) relate to all schools and organizations of the Congregation; (01-21-1990; 01-22-2017)
    - 3) install regularly elected members of the Congregation Council; (01-21-1990; 01-22-2017)
    - 4) with the council, administer discipline (01-21-1990; 01-22-2017)
    - 5) endeavor to increase the support given by the Congregation to the work of the ELCA churchwide organization and of the Northern Illinois Synod of the ELCA. (01-21-1990; 01-20-2002; 01-22-2017)
- \*C.09.04 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. (01-21-1990)
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- \*C.09.05 The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows: (01-22-2017)
- a. The call of this Congregation, when accepted by a Pastor, shall constitute a continuing mutual relationship and commitment, which, shall be terminated only by death or, following consultation with the Synodical Bishop, for the following reasons:  
(01-21-1990; 01-19-2014; 01-22-2017)
- 1) mutual agreement to terminate the call or the completion of a call for a specific term;  
(01-21-1990)
  - 2) resignation of the Pastor which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted; (01-21-1990; 01-20-2002; 01-19-2014)
  - 3) inability to conduct the Pastoral office effectively in the Congregation in view of local conditions; (01-21-1990; 01-19-2014)
  - 4) physical disability, or mental incapacity of the Pastor; (01-21-1990; 01-19-2014)
  - 5) suspension of the Pastor through discipline for more than three months;  
(01-21-1990; 01-20-2002; 01-19-2014)
  - 6) resignation or removal of the Pastor from the roster of Ministers of Word and Sacrament of this church; (01-19-2014; 01-22-2017)
  - 7) termination of the relationship between this church and the congregation; (01-19-2014)
  - 8) dissolution of the Congregation or the termination of a parish arrangement; or  
(01-21-1990; 01-20-2002; 01-23-2011; 01-19-2014)
  - 9) suspension of the congregation through discipline for more than six months.  
(01-20-2002; 01-19-2014)

\*C.09.05 (Continued)

- b. When allegations of physical disability or mental incapacity of the Pastor under paragraph a.4 above, or ineffective conduct of the Pastoral office under paragraph a.3 above, have come to the attention of the Bishop of the Synod, (01-21-1990; 01-20-2002; 01-19-2014)
  - 1) the Bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or (01-21-1990; 01-20-2002; 01-19-2014; 01-22-2017)
  - 2) when such allegations have been brought to the Synod's attention by an official recital of allegations by the congregation council or by a petition signed by at least one-third of the voting members of the congregation, the Bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson. (01-19-2014; 01-22-2017)
- c. In case of alleged physical disability or mental incapacity under paragraph a.4 above, the Bishop's committee shall obtain and document competent medical opinion concerning the Pastor's condition. When a disability or incapacity is evident to the committee, the Bishop of the Synod may declare the Pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament as disabled. Upon removal of the disability and restoration of the Pastor to health, the Bishop shall take steps to enable the Pastor to resume the ministry, either in the congregation last served or in another appropriate call. (01-21-1990; 01-19-2014; 01-22-2017)
- d. In the case of alleged local difficulties that imperil the effective functioning of the Congregation under paragraph a.3 above, the Bishop's committee shall endeavor to hear from all concerned persons, after which the Bishop together with the committee shall present their recommendation first to the Pastor and then to the Congregation. The recommendations of the Bishop's committee must address whether the Pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by the Congregation and by the Pastor, if appropriate. If the Pastor and Congregation agree to carry out such recommendations, no further action need be taken by the Synod. (01-21-1990; 01-20-2002; 01-19-2014)
- e. If either party fails to assent to the recommendations of the Bishop's committee concerning the Pastor's call, the Congregation may dismiss the Pastor only at a legally called meeting after consultation with the Bishop, either (a) by a two-thirds 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 majority vote of the voting members present and voting where the Bishop and the committee recommended termination of the call. (01-21-1990; 01-20-2002; 01-19-2014; 01-22-2017)
- f. If, in the course of proceedings described in paragraph c, or paragraph d, above, the Bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions. (01-21-1990; 01-20-2002; 01-19-2014; 01-22-2017)

\*C.09.06 At a time of Pastoral vacancy, an interim Pastor shall be appointed by the Bishop of the Synod with the consent of this Congregation or the Congregation Council. (01-21-1990; 01-20-2002)

\*C.09.07 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 rostered minister providing assistance shall refrain from exerting influence in the selection of a Pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served. 01-21-1990; 01-19-2014; 01-22-2017)

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- \*C.09.08 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. (01-21-1990; 01-28-2007)
- \*C.09.09 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. (01-21-1990)
- \*C.09.11 With the approval of the Bishop of the Synod, the Congregation may depart from C.09.05.a and call a Pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the Bishop or a designated representative of the Bishop shall meet with the Pastor and representatives of the Congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of C.09.05.a. (01-21-1990; 01-20-2002)
- \*C.09.12 The Pastor of this congregation: (01-21-1990; 01-20-2002)
- a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the Congregation, (01-21-1990; 01-20-2002)
  - b. shall submit a summary of such statistics annually to the Synod; and, (01-21-1990; 01-20-2002)
  - c. shall be 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. (01-21-1990; 01-20-2002)
- \*C.09.13 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. (01-21-1990)
- \*C.09.14 The parochial records of this Congregation shall be maintained by the Pastor and shall remain the property of the Congregation. The Secretary of this Congregation shall attest in writing to the Bishop of this Synod that such records have been placed in his or her hands in good order by a departing Pastor before the installation of that Pastor in another field of labor or the granting by the Synod of retired status to the Pastor. (01-28-2007)
- C.09.15 Under special circumstances, subject to the approval of the Synodical Bishop and the concurrence of this congregation, a minister of Word and Sacrament 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 pastor in a form proposed by the Synodical Bishop and approved by the Congregation. (01-20-2002; 01-28-2007; 01-22-2017)
- \*C.09.21. Authority to call a minister of Word and Service shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by this congregation to recommend the call, shall seek the advice and help of the bishop of the synod. (01-22-2017)
- \*C.09.22. Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synodical bishop may be called as a deacon of this congregation. (01-22-2017)
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- \*C.09.23. Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall: (01-22-2017)
- a. Be rooted in the Word of God, for proclamation and service; (01-22-2017)
  - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world; (01-22-2017)
  - c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad; (01-22-2017)
  - d. Equip the baptized for ministry in God's world that affirms the gifts of all people; (01-22-2017)
  - e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission; (01-22-2017)
  - f. Practice stewardship that respects God's gift of time, talents, and resources; (01-22-2017)
  - g. Be grounded in a gathered community for ongoing diaconal formation; (01-22-2017)
  - h. Share knowledge of the ELCA and its wider ministry of the gospel and advocate for the work of all expressions of this church; and (01-22-2017)
  - i. Identify and encourage qualified persons to prepare for ministry of the gospel. (01-22-2017)
- \*C.09.24. The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod. (01-22-2017)
- \*C.09.25. The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows: (01-22-2017)
- a. The call of a congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by death or, following consultation with the synodical bishop, for the following reasons: (01-22-2017)
    - 1) mutual agreement to terminate the call or the completion of a call for a specific term; (01-22-2017)
    - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted; (01-22-2017)
    - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions; (01-22-2017)
    - 4) physical disability or mental incapacity of the deacon; (01-22-2017)
    - 5) suspension of the deacon through discipline for more than three months; (01-22-2017)
    - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church; (01-22-2017)
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## \*C.09.25 (Continued)

- 7) termination of the relationship between this church and this congregation; (01-22-2017)
  - 8) dissolution of this congregation or the termination of a parish arrangement; or (01-22-2017)
  - 9) suspension of this congregation through discipline for more than six months. (01-22-2017)
- b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod, (01-22-2017)
- 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or (01-22-2017)
  - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson. (01-22-2017)
- c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service as disabled. Upon removal of the disability and the restoration of the deacon to health, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call. (01-22-2017)
- d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod. (01-22-2017)
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds 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 majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call. (01-22-2017)
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions. (01-22-2017)
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- \*C.09.26. The deacon shall make satisfactory settlement of all financial obligations to a former congregation before: (01-22-2017)
- a. installation in another field of labor, or (01-22-2017)
  - b. the issuance of a certificate of dismissal or transfer. (01-22-2017)
- \*C.09.27. When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation. (01-22-2017)
- \*C.09.28. With the approval of the bishop of the synod, this congregation may depart from \*C9.25.a. and call a deacon 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 deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of \*C9.25.a. (01-22-2017)
- \*C.09.29. The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations. (01-22-2017)
- \*C.09.31. The deacon(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. (01-22-2017)

**C.10.00 CONGREGATION MEETING** (01-21-1990)

- C.10.01 The annual meeting of this Congregation shall be held at a time specified in the By-Laws. (01-21-1990)
- C.10.02 A special Congregation Meeting may be called by the [senior]Pastor, the Congregation Council, or the President of this Congregation, and shall be called by the president of the congregation upon the written request of fifty of the voting members. The president of the Congregation Council shall call a special meeting upon request of the Synodical Bishop. The call for each special meeting shall specify the purpose for which it is to held and no other business shall be transacted.  
(01-21-1990; 01-20-2002; 01-19-2014) (Note: ELCA added “senior” as a choice, but no action was taken by Salem when choice added 01-22-2017.)
- C.10.03 Notice of all meetings of this Congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all members at least 10 days in advance of the date of the meeting. (01-21-1990; 01-19-2014)
- C.10.04 Fifty voting members shall constitute a quorum. (01-21-1990)
- C.10.05 Voting by proxy or by absentee ballot shall not be permitted. (01-21-1990)
- C.10.06 All actions approved by the Congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this Constitution or by State Law.  
(01-21-1990; 01-28-2007)
- C.10.07 Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this Congregation. (01-21-1990)



**C.11.00 OFFICERS** (01-21-1990)

- C.11.01 The Officers of this Congregation shall be a President, Vice-President, Secretary and Treasurer. (01-21-1990)
- a. Duties of the Officers shall be specified in the By-Laws. (01-21-1990)
  - b. The Officers shall be voting members of the Congregation. (01-21-1990)
  - c. Officers of this Congregation shall serve similar offices of the Congregation Council and shall be voting members of the Congregation Council. (01-21-1990)
- C.11.02 The Officers shall be elected by the Congregation Council by written ballot and shall serve for one year. The term shall begin on July 1st and end on June 30th. (01-21-1990)
- C.11.03 No Officer shall hold more than one office at a time. No elected Officer shall be eligible to serve more than two consecutive terms in the same Office. (01-21-1990)
- C.11.04 No currently serving officer, who is not currently an elected member of the council, shall be eligible for re-election to the same office or election to another office. (01-19-1997)

**C.12.00 CONGREGATION COUNCIL (01-21-1990)**

- C.12.01 The voting membership of the Congregation Council shall consist of the Pastor(s), other staff serving under call, the officers of the congregation, and not more than twelve members of the congregation. Any voting member of the Congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this Congregation or b) is absent from four successive regular meetings of the Congregation Council without cause. Consistent with the laws of the State of Illinois, the congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances. (01-21-1990; 01-19-1997; 01-20-2002)
- C.12.02 The members of the Congregation Council, except the Pastor(s), other staff serving under call, and the Officers, shall be elected by written ballot to serve for three years. Such members shall be eligible to serve no more than two consecutive terms. A partial term shall be counted for this purpose. A former council member may be re-elected if a lapse of twelve (12) months will occur between his/her start of a new term and the completion of his/her second term or the completion of his/her term as an officer. Their terms shall begin and end on dates specified in the By-Laws. (01-21-1990; 01-19-1997)
- C.12.03 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. (01-21-1990; 01-20-2002)

- C.12.04 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: (01-21-1990)
- 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. (01-21-1990)
  - b. To seek to involve all members of this Congregation in worship, learning, witness, service, and support. (01-21-1990)
  - c. To oversee and provide for the administration of this Congregation to enable it to fulfill its functions and perform its mission. (01-21-1990)
  - d. To maintain supportive relationships with the rostered minister(s) and staff and help them annually to evaluate the fulfillment of their calling or employment. (01-21-1990; 01-20-2002; 01-22-2017)
  - e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons. (01-21-1990)
  - f. To promote a Congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding. (01-21-1990)
  - g. To arrange for pastoral service during the sickness or absence of the Pastor. (01-21-1990)
  - h. To emphasize partnership with the Synod and churchwide organization 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. (01-21-1990; 01-20-2002)
  - i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America. (01-21-1990)
  - j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel. (01-20-2002)

- C.12.05 The Congregation Council shall be responsible for the financial and property matters of this Congregation. (01-21-1990)
- a. The Congregation Council shall be the board of directors of this Congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Illinois, except as otherwise provided herein. (01-21-1990)
  - 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. (01-21-1990)
  - c. The Congregation Council may enter into contracts of up to \$5,000 for items not included in the budget. (01-21-1990)
  - d. The Congregation Council shall prepare an annual budget for adoption by this Congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than \$5,000 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. (01-21-1990; 01-20-2002)
  - 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. (01-21-1990)
  - f. The Congregation Council shall be responsible for this Congregation's investments, except as provided in the By-Laws. The Congregation Council is also responsible for this Congregation's total insurance program. (01-21-1990)
- C.12.06 The Congregation Council shall see that the provisions of this Constitution, its By-Laws, and the continuing resolutions are carried out. (01-21-1990)
- C.12.07 The Congregation Council shall provide for an annual review of the membership roster. (01-21-1990)
- C.12.08 The Congregation Council shall be responsible for the employment and supervision of staff of this Congregation. Nothing in this provision shall be deemed to affect the congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of this church. (01-21-1990; 01-20-2002; 01-19-2014)
- C.12.09 The Congregation Council shall submit a comprehensive report to this Congregation at the annual meeting. (01-21-1990)
- C.12.11 The Congregation Council shall normally meet once a month. Special meetings may be called by the Pastor or the President, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present. (01-21-1990; 01-20-2002)
- C.12.12 A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the [senior] pastor or interim pastor, except when the [senior] pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting which shall be the only business considered at that meeting. Chronic or repeated absence of the [senior] pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the Synodical Bishop. (01-21-1990; 01-20-2002; 01-22-2017)
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**C.13.00 CONGREGATION COMMITTEES (01-21-1990; 01-20-2002)**

- C.13.01 The Officers of this Congregation and the Pastor shall constitute the Executive Committee. (01-21-1990)
- C.13.02 A Nominating Committee of six voting members of this Congregation, two of whom shall be, if possible, outgoing members of the Congregation Council, shall be elected at the annual meeting for a term of one year. Members of the Nominating Committee are not eligible for consecutive reelection. (01-21-1990)
- C.13.03 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 will be three years, with one member elected each year. Members shall be eligible for reelection. (01-21-1990)
- C.13.04 Mutual Ministry Committee(s) (in the absence of a mutual ministry committee, their duties shall be fulfilled by the executive committee) shall be appointed jointly by the President and the rostered minister. Term of office shall be two years, with three members to be appointed each successive year. (01-21-1990; 01-20-2002; 01-22-2017)
- C.13.05 When a Pastoral vacancy occurs, a Call Committee of six voting members shall be elected by this Congregation. Term of office will terminate upon installation of the newly-called Pastor. (01-21-1990; 01-20-2002)
- C.13.06 Other committees of this congregation may be formed as the need arises, by decision of the Congregation Council. (01-21-1990; 01-20-2002)
- C.13.07 Duties of committees of this congregation shall be specified by continuing resolutions. (01-21-1990; 01-20-2002)

**C.14.00 ORGANIZATIONS WITHIN THE CONGREGATION (01-21-1990)**

- C.14.01. 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. (01-21-1990)
- C.14.02 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. (01-21-1990)

**C.15.00 DISCIPLINE OF MEMBERS AND ADJUDICATION** (01-21-1990; 01-20-2002)

- \*C.15.01 Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of the congregation, or willful and repeated harassment or defamation of member(s) of the congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15-17, proceeding through these successive steps, as necessary: a) private counsel and admonition by the pastor, b) censure and admonition by the pastor in the presence of two or three witnesses, c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council. (01-21-1990; 01-20-2002; 01-19-2014)
- \*C.15.02 The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to C.15.01 do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two ministers of Word and Sacrament). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it. (01-21-1990; 01-20-2002; 01-28-2007; 01-23-2011; 01-19-2014; 01-22-2017)

- \*C.15.03 If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case, and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members plus the nonvoting chair comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case. (01-21-1990; 01-20-2002; 01-19-2014)
- \*C.15.04 The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, ByLaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. (01-21-1990; 01-19-2014)
- \*C.15.05 By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed: (01-21-1990; 01-19-2014)
- a. suspension from the privileges of congregation membership for a designated period of time; (01-19-2014)
  - b. suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life; (01-19-2014)
  - c. termination of membership in the congregation; or (01-19-2014)
  - d. termination of membership in the congregation and exclusion from the church property and from all congregation activities. (01-19-2014)
- \*C.15.06 The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.(01-20-2002; 01-28-2007; 01-19-2014)
- \*C.15.07 No member of the Congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter. (01-20-2002; 01-19-2014)
- \*C.15.10 Adjudication. (01-21-1990)
- \*C.15.11 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. (01-20-2002)
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**C.16.00 AMENDMENTS** (01-21-1990; for numbering 01-22-2017)

\*C.16.01 Unless provision \*C.16.04 is applicable, those sections of this Constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least fifty voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this Congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the Congregation's members of the proposal together with the Council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law. (01-21-1990; 01-28-2007; 01-27-2008; 01-19-2014; 01-22-2017)

\*C.16.02 An amendment to this Constitution, proposed under \*C.16.01, shall:  
(01-21-1990; 01-28-2007; 01-22-2017)

- a. be approved at a legally called Congregation Meeting according to this Constitution by a majority vote of those voting members present and voting; (01-21-1990; 01-20-2002; 01-28-2007; 01-22-2017)
- b. be ratified without change at the next annual meeting by a two-thirds vote of those voting members present and voting; and (01-21-1990; 01-22-2017)
- c. have the effective date included in the resolution and noted in the Constitution. (01-21-1990)

\*C.16.03 Any amendments to this Constitution that result from the processes provided in \*C.16.01 and \*C.16.02 shall be sent by the Secretary of this Congregation to the Synod. The Synod shall notify the Congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the Synod has approved them.  
(01-21-1990; 01-20-2002; 01-28-2007; 01-19-2014; 01-22-2017)

\*C.16.04 This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* - as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of the Congregation without presentation at a prior meeting of the Congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to the Congregation of such an amendment or amendments, together with the Council's recommendations, at least 30 days prior to the meeting. Upon the request of at least two (2) voting members of the congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the Secretary of the Congregation shall submit a copy thereof to the Synod. Such provisions shall become effective immediately following a vote of approval. This amendment will be effective immediately upon ratification.

(Approved 01-21-2001; Ratified 01-20-2002, prior to other amendments on the same date.  
Additionally amended 01-28-2007 thereby making the final sentence inoperative at that time. Further amended 01-28-2008; 01-19-2014; 01-22-2017)



**C.17.00 BY-LAWS** (01-21-1990; for numbering 01-22-2017)

- \*C.17.01 This Congregation may adopt By-Laws. No By-Law may conflict with this Constitution. (01-21-1990; for numbering 01-22-2017)
- \*C.17.02 By-Laws may be adopted or amended at any legally called meeting of this Congregation with a quorum present by a two-thirds vote of those voting members present and voting. (01-21-1990; 01-22-2017)
- \*C.17.03 Changes to the By-Laws may be proposed by any voting member provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the Congregation's members of the proposal with the Council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law. (01-21-1990; 01-28-2007; 01-19-2014; for numbering 01-22-2017)
- \*C.17.04 Approved changes to the By-Laws shall be sent by the secretary of this congregation to the Synod. (01-21-1990; 01-20-2002; for numbering 01-22-2017)

**C.18.00 CONTINUING RESOLUTIONS** (01-21-1990)

- \*C.18.01 The congregation in a legally called meeting or the Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation. (01-21-1990; 01-20-2002; 01-27-2008)
- \*C.18.02 Continuing resolutions shall be enacted or amended by a majority vote of a meeting of the congregation or a two-thirds vote of all voting members of the Congregation Council. (01-21-1990; 01-27-2008)

**C.19.00 INDEMNIFICATION** (01-20-2002)

- \*C.19.01 Consistent with the provisions of the laws 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 threatened to be made a part to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding. (01-20-2002)

**B.00.00 BY-LAWS OF SALEM LUTHERAN CHURCH (01-21-1990)****B.01.00 DEFINITIONS (01-21-1990)**

- B.01.01 The term "Pastor", as used in C.10.02, C.12.11, C.12.12, and C.13.01 of the Constitution, is defined to mean the Senior Pastor of the Congregation or duly appointed Interim Pastor. (01-21-1990)
- B.01.02 The term "election", as used in the Constitution and By-Laws, is defined to mean when an individual receives more than half of the votes cast, except as otherwise provided. (01-21-1990)
- B.01.03 The term "majority", as used in the Constitution and By-Laws, shall mean "more than half", except as otherwise provided. (01-21-1990)
- B.01.04 The term "contract", as used in C.12.05 (c) of the Constitution, is defined to mean any legally binding action or document which commits the Congregation to expend funds for goods or services. (01-21-1990)
- B.01.05 The term "anticipated receipts", as used in C.12.05 (d) of the Constitution, is defined to mean the total budgeted revenues for the fiscal year operating budget, as approved by the Congregation at the annual meeting. (01-21-1990)
- B.01.06 The term "immediate family", as used in the By-Laws, is defined to mean spouse, father, mother, son, daughter, brother, or sister and is inclusive of in-laws, respectively. (01-21-1990)

**B.02.00 CONGREGATIONAL MEETINGS (01-21-1990)**

- B.02.01 The annual Congregational meeting shall take place at a time determined by the Congregation Council, but said meeting must be held during the month of January. (01-21-1990)
- B.02.02 Approval of the operating budget, capital budget, and the regular election of the Congregation Council must take place at the annual meeting. (01-21-1990)
- B.02.03 A voting member may abstain on any issue, provided that an abstaining member shall not be counted as a vote cast on that issue. (01-21-1990)

**B.03.00 ELECTIONS (01-21-1990)**

- B.03.01 Terms of office for the Congregation Council will begin on February 1st and end on January 31st. (01-21-1990)
- B.03.02 Each year, the ballot for the election of the Congregation Council will provide for: (01-21-1990)
- (a) the election of four members (01-21-1990)
  - (b) the election of a member(s) to fill any vacancy on the Council where an unexpired term exists (01-21-1990)
- B.03.03 The Nominating Committee shall submit to the Congregation Council for approval, a slate of candidates to be filled by election at the annual meeting. The Nominating Committee will make a diligent effort to provide a slate of candidates which equitably represents the different segments of the Congregation. A minimum of two candidates and a maximum of four candidates for each position to be filled will be an additional goal for the committee. (01-21-1990)
- B.03.04 Nominations for Congregation Council may be made from the floor of the annual meeting. Candidates nominated from the floor must have given their consent in writing in advance of the meeting or be present to give their consent, for nomination. (01-21-1990)

**B.04.00 CONFLICTS OF INTEREST (01-21-1990)**

- B.04.01 No member shall be eligible for election or appointment to the Congregation Council if his/her election or appointment would result in two individuals of an immediate family serving on the Congregation Council concurrently. (01-21-1990)
- B.04.02 No Officer or Council member (Pastors excluded) may be elected to or hold such Office while he/she or a family member is employed by the Congregation in a position which would compensate the employee more than \$3,000 in a twelve month period. (01-21-1990; 01-27-2008)
- B.04.03 No member shall be eligible to serve on the Audit Committee if he/she or any member of his/her immediate family is authorized to sign checks for Salem Lutheran Church or any of its organizations as defined in C.14.00 of the Constitution. (01-21-1990)
- B.04.04 No Congregation Council member or member of his/her immediate family, may provide goods or services to Salem Lutheran Church under any oral or written contract or agreement if such provision results in payment to the Congregation Council member, or member of his/her immediate family, of more than \$2,000 in a twelve month period. This prohibition will not apply to contracts awarded to the low bidder in a competitive bidding situation. (01-21-1990)

**B.05.00 MEMBERSHIP (01-21-1990)**

- B.05.01 A member may be removed from the roll by a majority vote of the Congregation Council, upon recommendation of the committee responsible for evangelism, if said member fails (a) to commune, and (b) to make a contribution of record. Members failing to fulfill these minimum obligations any time up to the point of such action during the current calendar year and during the preceding two calendar years may be removed. The member must be sent a notice, by regular mail, of the intended action at least thirty days prior to the removal action by the Congregation Council. (01-21-1990)

**B.06.00 DUTIES OF THE OFFICERS (01-21-1990)****B.06.01 President. (01-21-1990)**

- a. Preside at meetings of the Congregation and Congregation Council. (01-21-1990)
- b. Prepare, in consultation with the Senior Pastor, the agenda for meetings of the Congregation and Congregation Council. (01-21-1990)
- c. Serve as ex officio member of the Congregational committees. (01-21-1990)
- d. Serve as Chairperson of the Executive Committee. (01-21-1990)
- e. Ensure that appropriate staff reviews are conducted each year. (01-21-1990)
- f. Consult with all appropriate professional staff members regarding retreats of the Congregation Council. (01-21-1990)
- g. Support the ministry of the Congregation through personal encouragement and participation. (01-21-1990)

**B.06.02 Vice President. (01-21-1990)**

- a. Carry out the duties and responsibilities of the President in the absence of the President. (01-21-1990)
- b. Exercise oversight of the Property Committee in conducting a physical inventory of church property at least on an annual basis. (01-21-1990)
- c. Edit and oversee the timely production of the Annual Report to the Congregation. (01-21-2001)

## B.06.03 Secretary. (01-21-1990)

- a. Record the minutes of meetings of the Congregation, the Congregation Council, and of the Executive Committee. (01-21-1990)
- b. Be responsible for the annual codification of the Constitution, By-Laws, and Continuing Resolutions. (01-21-1990)
- c. File any federal, state, and local forms required to maintain status as a not-for-profit corporation. (01-21-1990)
- d. Monitor the permanent Congregational membership records to ensure that they are being maintained in a timely and accurate manner. (01-21-1990)
- e. Sign all legal documents on behalf of the Congregation. In the event the secretary is unable to sign, two of the other officers shall be authorized to sign on behalf of the Congregation. (01-21-1990; 01-20-1991)
- f. Be responsible for the indexing of all Task Forces and maintain a list of such Task Forces along with a file of the individual charters. (01-21-2001)

## B.06.04 Treasurer. (01-21-1990)

- a. Be responsible for maintaining accurate financial records and financial assets in accordance with the appropriate laws and generally accepted accounting principles. (01-21-1990)

**B.07.00 CONGREGATION COUNCIL (01-21-1990)**

- B.07.01 The number of individuals on the Congregation Council, as used in C.12.01 of the Constitution, is understood to mean that the number may range from twelve to sixteen, excluding staff serving under call. The actual number is determined by the Congregation Council based on whom the Council elects as Officers and whether those said Officers are already members of the Council. (01-21-1990; 01-21-2001)
- B.07.02 All elected Congregation Council members must be installed during a Sunday worship service. (01-21-1990)
- B.07.03 The Congregation Council must elect the four Officers of the Congregation during the month immediately preceding the start of the Officer's term. (01-21-1990)
- B.07.04 After four consecutive absences, or six absences in a twelve month period, of a regular meeting of the Congregation Council, the Congregation Council member's seat will be declared vacant. (01-21-1990)
- B.07.05 Should a vacancy exist on the Congregation Council, the Executive Committee shall nominate candidate(s) and the Congregation Council will elect an individual to serve until the vacancy can be filled by a regular election. (01-21-1990)

**B.08.00 CONGREGATIONAL COMMITTEES (01-21-1990)**

- B.08.01 Should a vacancy exist on an elected Congregational Committee, the Executive Committee shall nominate candidate(s) and the Congregation Council will elect an individual to serve until the vacancy can be filled by a regular election. (01-21-1990)

**B.09.00 SPECIAL COMMITTEES AND APPOINTMENTS (01-21-1990)**

- B.09.01 Candidates for Sunday School Superintendent(s), Head Ushers, and other unpaid positions or special ad hoc committees will be nominated by the Executive Committee of the Congregation and elected by the Congregation Council. If appropriate, fixed terms of office shall be stated in a Continuing Resolution; otherwise, a one year term will be assumed. (01-21-1990)

**B.10.00 FINANCIAL (01-21-1990)**

- B.10.01 The fiscal year shall start on January 1st and end on December 31st. (01-21-1990)
- B.10.02 The Officers of the Congregation and all Pastors shall be bonded in an amount set by the Congregation Council. The cost of said bond will be paid by the Congregation. (01-21-1990)
- B.10.03 All disbursements from the accounts of Salem Lutheran Church, other than Trust Fund accounts, must be made by written document and be signed by two individuals. These individuals must be Officers of the Congregation or the Senior Pastor. (01-21-2001)
- B.10.04 The financial books, at year end, will reflect Salem's financial position as shown by the modified accrual basis of accounting, saving fixed assets, which do not have to be reported. (01-21-1990)
- B.10.05 All organizations, as defined in C.14.00 of the Constitution, which maintain their own treasury, will be audited annually by the Audit Committee of Salem Lutheran Church. (01-21-1990)
- B.10.06 All organizations within this Congregation, as defined in C.14.00 of the Constitution, which maintain their own treasury, shall annually submit a summary of their finances to the Congregation through the annual report. The Treasurer of the Congregation shall prescribe minimum reporting requirements. (01-21-1990)
- B.10.07 Duties of the Financial Secretary. (01-21-1990)
- a. Maintain an accurate record of individual giving of all members of the Congregation. (01-21-1990)
  - b. Assist the Treasurer in the performance of required duties in a manner which is mutually acceptable. Such division of duties must be approved by the Congregation Council by a Continuing Resolution. (01-21-1990)



**B.11.00 NON-LIABILITY & INDEMNIFICATION (01-21-1990)**

- B.11.01 NON-LIABILITY. Directors (Congregation Council), Officers, employees and members of this corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a Director(s) (Congregation Council), Officers, employees and members, except for liability (i) for any breach of the person's duty of loyalty to the corporation or its members, (ii) for acts of omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the person derived an improper personal benefit. No amendment to or repeal of this By-Law shall apply to or have any effect on the liability or alleged liability of any such person for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal. If Illinois law is hereafter changed to permit further elimination of limitation of the liability of persons for monetary damages to the corporation or its members, then the liability of such a person shall be eliminated or limited to the full extent then permitted. The said persons have agreed to serve as Directors (Congregation Council), Officers, employees and members in reliance upon the provisions of this By-Law. (01-21-1990)
- B.11.02 INDEMNIFICATION. This corporation shall indemnify a Director(s) (Congregation Council), Officers, employees and members of this corporation, and each director(s) (Congregation Council), Officers, employees and members of this corporation who is serving or who has served, at the request of this corporation, as a Director, Officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as Director(s) (Congregation Council), Officers, employees and members of this corporation or as a Director, Officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust; other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of such person's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which such a person derived an improper personal benefit, or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the corporation, or against expenses in any such case where such person shall be adjudged liable to the corporation. (01-21-1990)

**B.12.00 TRUST FUNDS (01-21-1990)****B.12.01 Statement of Purpose. (01-21-1990)**

1. Salem Lutheran Church, Sycamore, Illinois, has a living endowment of faithful members with rich gifts and varied talents. (01-21-1990)

"As each has received a gift, employ it for another, as good stewards of God's varied grace whoever renders it by the strength which God supplies, in order that in everything God may be glorified."  
(I Peter 1:10-11) (01-21-1990)

2. To establish a Trust Fund that has three components: An Endowment Fund (previously called the Perpetual Fund); a UnUnrestricted Fund (formerly called the Special Fund); and a Memorial Fund. (01-21-2018)
3. The Endowment Fund will receive those gifts from bequests and other end of life instruments that have been given by the donor with the stated intent of perpetually funding an on-going ministry, as is feasible or which are Unrestricted by the donor to become part of the Endowment fund. If a program or ministry is no longer feasible the market value of that fund will be added to the Endowment Fund's corpus. These funds will be prudently invested in the ELCA Foundation Trust Fund "A", and subject to its rules of distribution. Distributions are to be utilized according to the designation of the donor, or if designated to the Endowment Fund to be utilized for ministries beyond the congregation of Salem Lutheran Church. (01-21-2018)
4. The UnUnrestricted Fund is established (per FASB 1/1/18) to receive two types of gifts. The first type of gift that may be added to the UnUnrestricted Fund is an unUnrestricted donor gift or bequest that is given for any use. Following a ten percent (10%) distribution to a ministry beyond Salem as determined by the council, the balance will be held in the UnUnrestricted Fund to be utilized and distributed by the Trust Committee at the direction of the Council for the purpose of accomplishing one or more of the core values of the congregation. The second type of gift that will become part of the UnUnrestricted Fund is a gift which the donor wishes to be used for a particular purpose in a specific time frame. Gifts held in UnUnrestricted Funds are to be kept in short-term investments with easy liquidity. UnUnrestricted Funds will be distributed in their entirety including any investment gain. (01-21-2018)
5. The Memorial Fund has the purpose of receiving gifts that honor or memorialize loved ones. The Trust Fund Committee will maintain a wish list of non-budgeted items that may be used to guide the use of Memorial Fund gifts. This list will be forwarded to the responsible party indicating where they may direct their memorial gift. If the responsible party has not designated the gift after six (6) months, the gift will be added to a General Memorial account and may be used with other memorial funds to complete an item on the wish list. A memorial total below \$200 for a specific person will be added to the General Memorial Fund. (01-21-2018)

## B.12.01 (Continued)

6. That the efforts of Salem Lutheran Church in establishing the Trust Fund be dedicated to the Glory of Almighty God. (01-21-1990; numbering 01-21-2018 )
7. That the purpose of the Trust Fund is to enhance the work of the church by establishing new ministries and stewardship opportunities additional to and apart from the general operation of the Congregation. (01-21-1990; numbering 01-21-2018)
8. That the membership of Salem Lutheran Church annually, at the annual meeting make recommendations to the Trust Fund Committee for what purposes the Trust Fund income is to be used. (01-21-1990; numbering 01-21-2018)
9. That the Trust Fund Committee shall be custodian of the Trust Fund, and shall make final decisions as to the investment of the Fund with the exception of the Endowment Fund. (01-21-1990; 01-17-1993; 01-21-2018)
10. That while Salem Lutheran Church has every intention of using the Trust Funds as set forth in these resolutions, it does recognize that with the passage of time and changing circumstances, there may be a time when it is not feasible to utilize the Trust Fund as we intended. Should that situation develop, Salem Lutheran Church or its successors in interest shall then be free to make such other use of the market value of the fund as is consistent with the charitable and religious purposes of Salem Lutheran Church, in accordance with provisions of the laws of the State of Illinois, and preserving the principal of those gifts designated to be perpetual, carrying out the donor's wishes. (01-21-1990; 01-21-2018)

## B.12.02 The Committee (01-21-1990)

1. The Committee shall consist of five members, all of whom shall be voting members of Salem Lutheran Church. Except as herein limited, the term of each member shall be five (5) years, with one five year term elected each year at the annual meeting. Terms of office run from February 1st through January 31st. No member shall serve more than two consecutive terms. A partial term shall be counted for this purpose. A former Committee member may be re-elected if a lapse of twelve (12) months will occur between his/her start of a third term and the completion of his/her second term. (01-21-1990)
2. In the event of a vacancy on the Committee, the remaining members by the affirmative vote of three (3) shall forthwith elect a member to fill the vacancy until the next annual meeting of the Congregation, at which time the Congregation shall elect a member to fill the vacancy for the remaining years of the term. In the event the vacancy is not filled within thirty (30) days after it occurs, the Congregation shall fill it at a special meeting called for that purpose. (01-21-1990)
3. The Nominating Committee of the Congregation shall nominate for this committee and report at the annual meeting in the same manner as it does for other offices or committees. Nominations may also be made from the floor. The Committee person must be elected at the annual meeting. (01-21-1990)

All Trust Fund Committee members shall endeavor to maintain a high degree of communication with the Congregation Council, other organizations within the church, and members of the Congregation to nurture the total life and mission of the church and of the Fund. Each Committee member must be a member in good standing of Salem Lutheran Church. A Trust Fund Committee member may not serve concurrently on the Congregation Council, or on the Stewardship Committee or as Church Treasurer. The Senior Pastor of the church shall be an ex-officio non-voting member of the Trust Fund Committee. (01-21-1990)

4. The Committee shall elect from its membership a Chairperson, Vice-Chairperson, Treasurer, Secretary and Publicity Director. (01-21-1990)
  5. The Committee shall meet at least quarterly at the church at a time fixed by resolution of the Committee and more frequently as it may be deemed by it for the best interests of the Fund. The Committee, when it deems it unnecessary to hold a particular quarterly meeting, may by resolution cancel a meeting. Special meetings may be called on twenty-four (24) hours written or oral notice to the members of the Committee by the Chairperson or any two members. No notice other than recording of the resolution of the Committee fixing the time of the regular meetings need be given the members. Each member is charged with knowledge of the contents of the minute book. If all members are present, consent in writing to the minutes by a member of the committee shall constitute his/her approval of the action reflected in the minutes and taken at the meeting and shall have the same force and effect as though he/she had been present and voting at the meeting reflected by the minutes. (01-21-1990)
  6. A quorum shall consist of three (3) members. The affirmative vote of a majority present and voting shall carry any motion or resolution. (01-21-1990)
  7. The Committee shall establish written rules and regulations as may be necessary for the conduct of its business. (01-21-1990; 01-21-2018)
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## B.12.02 (Continued)

8. 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. (01-21-1990)
9. Any members of the Committee with check signing authority, at the expense of the Fund, shall provide a corporate fidelity bond in a principal amount to be determined from time to time by the Committee, to the extent not covered under the blanket fidelity bond of the church itself. (01-21-1990)
10. The Committee may ask other members of the Congregation to serve as advisory members and may employ, at the expense of the Trust Fund income, such professional counseling on investments and legal matters as it deems to be for the best interest of the Trust Fund. (01-21-1990)
11. The Committee shall maintain complete and accurate books of accounts and may employ such professional help as it deems necessary in this connection. The books shall be audited annually by the Audit Committee of the Congregation in time so that such audit report will be on file at the time of the annual meeting of the Congregation. (01-21-1990)
12. The Secretary shall maintain complete and accurate minutes of all meetings of the Committee and supply a copy thereof to each member within ten (10) days after the meeting. Each member shall keep a complete copy of minutes to be delivered to his or her successor. (01-21-1990)
13. The Chairperson, or the Vice-Chairperson, or the member designated by the Chairperson, shall preside at all Committee meetings. (01-21-1990)
14. No member of the Committee shall engage in any self-dealing or transactions with the Fund in which the member of the Committee 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 interests of the Fund. (01-21-1990)

## B.12.03 Committee Duties (01-21-1990)

1. The Trust Fund Committee shall investigate ways in which the Fund can be invested with the exception of the Endowment Fund, and shall make all decisions concerning its investment. (01-21-1990; 01-21-2018)
2. The Congregation shall not participate in fund investment decisions. (01-21-1990)
3. This Section deleted by amendment. (01-21-1990; 01-21-2001; 01-21-2018)
4. This Section deleted by amendment. (01-21-1990; 01-21-2001)
5. The Trust Fund Committee, at each annual meeting of the Congregation, shall render a full and complete account of the administration of the Trust Fund during the preceding year. (01-21-1990)
6. The Trust Fund Committee or church may receive gifts from any individual or corporation or organization or from any other source in cash or in other property acceptable to them. All trust funds and property shall be kept and maintained separate, distinct and independent from the funds and property otherwise belonging to the church, except as noted in B.12.03(7). (01-21-1990; 01-21-2018)
7. This Section deleted by amendment. (01-21-1990; 01-21-2018)
8. The Trust Fund Committee may commingle the Funds of the Restricted Gifts Fund and the Memorial Fund and administer such funds as a single fund, so long as the Committee records at all times accurately reflect the receipts and disbursements properly allocable to each fund and the property in each fund. (01-21-1990; 01-17-1993; 01-21-2018)
9. The Trust Fund Committee shall in no event be required to make physical segregation of the assets of the Trust Fund in order to conform to the directions of any individual donors, but may establish separate accounts in its accounting records. (01-21-1990)
10. The Trust Fund Committee is to inform the Congregation of the purposes of the Fund, and may periodically arrange for members of the Congregation to meet with professional counselors in the areas of charitable giving, wills, bequests, insurance, etc. (01-21-1990)
11. All new members of the Trust Fund Committee are to receive a copy of the Trust Fund format to become acquainted with the function and purposes of the Fund. (01-21-1990)

## B.12.04 Committee Powers (01-21-1990)

In the administration of this Trust Fund, the Trust Fund Committee shall have all powers and authority necessary to carry out the purposes of the Fund, including the following powers and authority on behalf of Salem Lutheran Church. (01-21-1990)

1. To invest, reinvest, and in all other respects to handle and manage and control, the Trust Fund, or any part thereof, according to the Uniform Prudent Management of Institutional Funds Act (UPMIFA). (01-21-1990; 01-21-2018)
2. To convert stocks, bonds, and real property into its cash equivalent upon receipt. The Unrestricted Fund and the Memorial Fund may be invested in savings deposits or any bank, mutual savings bank, federal home loan bank or savings and loan association, or in the Evangelical Lutheran Church in America Mission Investment Fund, or in any common trust fund, mutual fund, or any like fund, subject to the usual standards of prudence required of trustees of similar funds; (01-21-1990; 01-21-2018)
3. To receive the income, profits, rents and proceeds of the Trust Fund and to collect and receipt for the same, and pay all administrative and necessary expenses in connection with it. Expenses are to be paid from the Trust Fund income; (01-21-1990)
4. To make, execute and deliver all instruments necessary or proper for the accomplishment of the purposes of the Salem Lutheran Church Trust Fund or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, assignments, conveyances, contracts, purchase agreements, waivers, releases and settlements; (01-21-1990)
5. To contribute, donate, support or distribute, from time to time, for the purposes herein stated, such payments or amounts as the Trust Fund Committee in its discretion shall determine; (01-21-1990)
6. To manage the fund in accordance with the Uniform Prudent Management of Institutional Funds Act (UPMIFA); (01-21-1990; 01-21-2018)
7. To hold investments in the name of the Salem Lutheran Church Trust Fund on behalf of the Congregation and to sign checks and all other necessary documents on behalf of the Congregation in furtherance of the Trust Fund purposes; (01-21-1990)
8. To employ and reasonably compensate from the Trust Fund income, accountants, agents and attorneys to assist and advise in the execution of the Trust Fund, without liability for their omissions or neglect, but using reasonable care in their selection, and to rely on the advice of the persons so employed; (01-21-1990)
9. The Trust Fund Committee shall not be liable for any losses which may be incurred upon investments or use of the Trust Fund except to the extent that such losses shall have been caused by bad faith of the Committee members. No member shall be personally liable as long as he or she acts in good faith and not commit intentional misconduct, knowing violation of the law, breach of loyalty to the corporation, or transaction from which the person derives an improper personal benefit. Each Committee member shall be liable only for his or her own willful misconduct or omissions in bad faith. No Committee member shall be liable for the acts or omissions of any other committee member, or of any accountant, agent, attorney or custodian selected with reasonable care; (01-21-1990; spelling 01-21-2018)
10. The Trust Fund Committee members shall not receive any compensation, but may be reimbursed from the income of the Trust Fund for expenses reasonably incurred. (01-21-1990)

## B.12.05 The Congregation (01-21-1990)

1. The Congregation may upon recommendation by the Trust Fund Committee, and with the concurrence of the church council, decide when and if any Fund principal, or corpus, shall be used by a two-thirds (2/3) majority vote of those present at a legally called meeting of the Congregation. This holds true if the principal, or corpus, is ever needed in the event of a catastrophe, or dire emergency. Said Fund principal or corpus may be repaid to the Trust upon terms approved by the Committee and the congregation Council. (01-21-1990; 01-21-2018)
2. This Trust Fund Resolution may not be altered or amended except by a two-thirds (2/3) vote of the members present at any annual meeting of the Congregation, or a special meeting called specifically for the purpose of amending this resolution. (01-21-1990)

## B.12.06 1. This Section deleted by amendment. (01-17-1993; 01-21-2018)

2. This Section deleted by amendment. (01-21-1990; 01-17-1993; 01-21-2018)

## B.12.07 Tax Exemptions (01-21-1990)

Any gifts given to the Trust Fund, as well as all income derived therefrom, shall be used exclusively for religious, charitable and educational purposes with Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. This Trust Fund is created and shall be operated exclusively for church purposes. No part of the income or property of this Fund shall be used 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 Trust Fund Committee is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Trust 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 this document, the Trust Fund shall (a) not carry on any activities not permitted to be carried on by an entity exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) do any act which would render contributions to the Trust Fund non-deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. (01-21-1990)

## B.12.08 Termination (01-21-1990)

This Trust Fund may be dissolved in accordance with the laws of the State of Illinois. Upon dissolution of this Trust Fund, and after the payment of all liabilities, obligations, costs and expenses incurred by this Trust Fund, any remaining assets shall be distributed to such entities organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue Law. (01-21-1990)