

Constitution and Bylaws
of
Calvary Evangelical Lutheran Church,
West Chester, PA



Effective 01-25-09 Following Required Approvals

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

TABLE OF CONTENTS

Preamble	
Chapter 1	Name and Incorporation
Chapter 2	Confession of Faith
Chapter 3	Nature of the Church
Chapter 4	Statement of Purpose
Chapter 5	Powers of the Congregation
Chapter 6	Church Affiliation
Chapter 7	Property Ownership
Chapter 8	Membership
Chapter 9	The Pastor(s)
Chapter 10	Congregation Meeting
Chapter 11	Officers
Chapter 12	Congregation Council
Chapter 13	Congregation Committees
Chapter 14	Organizations within the Congregation
Chapter 15	Discipline of Members and Adjudication
Chapter 16	Bylaws
Chapter 17	Amendments
Chapter 18	Continuing Resolutions
Chapter 19	Indemnification

***PREAMBLE**

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

Chapter 1.

NAME AND INCORPORATION

C1.01. The name of this congregation shall be CALVARY EVANGELICAL LUTHERAN CHURCH, WEST CHESTER, PA.

C1.02. For the purpose of this constitution and the accompanying bylaws, the CALVARY EVANGELICAL LUTHERAN CHURCH congregation is hereinafter designated as the "congregation."

C1.03 For the purpose of this constitution, the Church Council of Calvary Evangelical Lutheran Church is referred to as the Congregation Council.

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

C1.04 For the purpose of this constitution, “other organizational group(s)” within Calvary Evangelical Lutheran Church include ministry teams and boards.

C1.05 For the purpose of this constitution, italicized parenthetical comments identified as notes are for the benefit of the reader and are not part of the constitution.

C1.11. This congregation shall be incorporated under the laws of the Commonwealth of Pennsylvania.

C1.21. The seal of this congregation presents the legend, "Calvary Evangelical Lutheran Church, West Chester, PA. incorporated 1924."

Chapter 2.

CONFESSION OF FAITH

***C2.01.** This congregation confesses the Triune God, Father, Son, and Holy Spirit.

***C2.02.** This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.

a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.

b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.

c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.

***C2.03.** This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.

***C2.04.** This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.

***C2.05.** This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

***C2.06.** This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.

***C2.07.** This congregation confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Chapter 3.

NATURE OF THE CHURCH

***C3.01.** All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.

***C3.02.** The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.

Chapter 4.

STATEMENT OF PURPOSE

***C4.01.** The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.

***C4.02.** To participate in God's mission, this congregation as a part of the Church shall:

- a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
- b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
- c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
- d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

among the nations, and standing with the poor and powerless, and committing itself to their needs.

e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.

f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.

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

a. Provide services of worship at which the Word of God is preached and the sacraments are administered.

b. Provide pastoral care and assist all members to participate in this ministry.

c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.

d. Teach the Word of God.

e. Witness to the reconciling Word of God in Christ, reaching out to all people.

f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.

g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.

h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.

i. Foster and participate in ecumenical relationships consistent with churchwide policy.

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

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

Chapter 5.

POWERS OF THE CONGREGATION

***C5.01.** The powers of this congregation are those necessary to fulfill its purpose.

***C5.02.** The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.

(Note: SEPA views the Congregation Meeting as an entity, not an event. Congregation Meetings exist at "Regular" (Governance and Fiscal) Congregation Meetings as well as "Special" meetings, as defined in Chapter 10.)

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

- *C5.03.** Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:
- a. call a pastor as provided in Chapter 9;
 - b. terminate the call of a pastor as provided in Chapter 9;
 - c. call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;
 - d. adopt amendments to the constitution, as provided in Chapter 17, and amendments to the bylaws, as specified in Chapter 16.
 - e. approve the annual budget;
 - f. acquire real and personal property by gift, devise, purchase, or other lawful means;
 - g. hold title to and use its property for any and all activities consistent with its purpose;
 - h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
 - i. elect its officers, Congregation Council, and boards and require them to carry out their duties in accordance with the constitution and bylaws; and
 - j. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.

***C. 5.04** 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 as prescribed in guidelines established by the Southeastern Pennsylvania Synod of the Evangelical Lutheran Church in America.

C5.05. This congregation may have an endowment fund that will operate as specified in this congregation's Endowment Fund Guidelines. The purpose of the endowment fund is as set forth in those Guidelines.

Chapter 6. CHURCH AFFILIATION

***C6.01.** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Southeastern Pennsylvania Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
(Note: All reference in the constitution and by-laws to "Synod" or "synod" or "synodical" refer to the Southeastern Pennsylvania Synod of the Evangelical Lutheran Church in America.)

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

***C6.02.** This congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.

***C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:

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

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

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

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

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

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

voting members at least 10 days in advance of the meeting. (Note: Notice requirements are specified in C 10.03.)

e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between this congregation and ELCA shall be terminated.

f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and published in the periodical of this church.

g. Since this congregation was a member of the Lutheran Church in America, it shall be required, in addition to the foregoing provisions in *C6.05., to receive synodical approval before terminating its membership in the Evangelical Lutheran Church in America.

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

Chapter 7.

PROPERTY OWNERSHIP

***C7.01.** If this congregation ceases to exist, title to undisposed property shall pass to the Southeastern Pennsylvania Synod of the Evangelical Lutheran Church in America.

***C7.02.** If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.

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

***C7.04.** If a two-thirds majority of the voting members of this congregation present at a legally called and conducted Special Meeting of this congregation vote to become independent or relate to a non-Lutheran church body, title to 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.

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

Chapter 8. MEMBERSHIP

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

***C8.02.** Members shall be classified as follows:

a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.

b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.

c. **Voting** members are confirmed members. Such confirmed members, 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 Congregation Meeting.

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, or persons who wish to retain a relationship with this congregation while being members of other congregations. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation.

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

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

a. make regular use of the means of grace, both Word and sacraments;

b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church;

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.

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

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

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action by the Congregation Council; or
- e. removal from the roll due to inactivity as defined in the bylaws. Such persons who have been removed from the roll of members shall remain persons for whom the church has a continuing pastoral concern.

Chapter 9.

THE PASTOR(S)

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

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

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

- a. Every ordained minister shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care; and
 - 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
- b. Each ordained minister with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) supervise all schools and organizations of this congregation;
 - 3) install regularly elected members of the Congregation Council; and
 - 4) with the council, administer discipline.
- c. Every pastor shall:
 - 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
 - 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel;

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications;

and

4) endeavor to increase the support given by the congregation to the work of the churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the Southeastern Pennsylvania Synod of the ELCA.

***C9.04.** The specific duties of the pastor(s), compensation, and other matters pertaining to the service of the pastors shall be included in a letter of call, which shall be attested by the bishop of the synod.

(Note: Division of primary responsibilities of the pastors are defined in internal policies, by agreement among the pastors, or at the direction of Congregation Council.)

***C9.05. a.** The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which, except in the case of the death of the pastor, shall be terminated only following consultation with the synodical bishop and for the following reasons:

1) mutual agreement to terminate the call or the completion of a call for a specific term;

2) resignation of the pastor; which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;

3) inability to conduct the pastoral office effectively in the congregation in view of local conditions, without reflection on the competence or the moral and spiritual character of the pastor;

4) the physical or mental incapacity of the pastor;

5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty;

6) the dissolution of the congregation; or

7) suspension of the congregation as a result of discipline proceedings.

b. When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office have come to the attention of the bishop of the synod, the bishop in his or her sole discretion may, or when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop shall investigate such conditions personally in company with a committee of two ordained ministers and one layperson.

c. In case of alleged physical or mental incapacity, competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod with the advice of the committee shall declare the pastorate vacant. Upon the restoration of a disabled pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.

*(Note: The committee mentioned here is the one described in *C9.05b.)*

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

d. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the bishop of the synod together with the committee described in *C9.05.b. shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.

e. If, in the course of proceedings described in *C9.05.d., the committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action to the synodical bishop, who may bring charges in accordance with the provisions of the constitution and bylaws of the Evangelical Lutheran Church in America and the constitution of this synod.

f. If, following the appointment of the committee described in *C9.05.b. or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation(s) being served by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service in the congregation(s) without prejudice and with pay provided through a joint synodical and churchwide fund and with housing provided by the congregation(s).

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

***C9.07.** During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.

***C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.

***C9.09.** When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and 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.

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

C9.10 [Intentionally left blank]

***C9.11.** With the approval of the bishop of the synod, the congregation may depart from *C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such call may also be terminated before its expiration in accordance with the provisions of *C9.05.a.

***C9.12.** The pastor(s) of this congregation:

- a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
- b. shall submit a summary of such statistics annually to the synod; and
- c. shall become (a) member(s) 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.

(Note: The senior pastor may delegate the responsibility for maintaining the records but is ultimately responsible for their accuracy.).

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

***C9.14.** The parochial records of this congregation shall be maintained by the pastor(s) 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.

C9.20 Ecumenical pastoral ministry

The pastors shall be encouraged by the congregation and Congregation Council to participate in appropriate activities of ecumenical groups, especially those of a local community nature.

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

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

Chapter 10.

CONGREGATION MEETING

C10.01. Two Regular Congregation Meetings, (1) a Governance Meeting and (2) a Fiscal Meeting, shall be held each year at times specified in the bylaws, provided appropriate notice has been given as specified in C10.03 and a quorum is present, as specified in C10.04.

C10.02. A Special Congregation Meeting may be called by any of the pastors, the Congregation Council, or the president of this congregation, and shall be called by the president of this congregation at the written request of 10 voting members. The notice for each Special Meeting shall specify the purpose for which it is to be held, and no other business shall be transacted. A Special Congregation Meeting may not be held unless appropriate notice has been given as specified in C10.03 and a quorum is present, as specified in C10.04.

C10.03. Notice of all Regular and Special Congregation Meetings shall be given at the services of worship on the preceding two consecutive Sundays and by mail to all voting members at least 10 days in advance of the date of the meeting except where this constitution specifically provides for a different time period.

Notice requirements throughout this Constitution include the posting of such notice by first class mail, with the regular postage affixed or paid, sent to the last known address of such members, and any other method sanctioned by Pennsylvania statute. Notice shall be sent to all voting members. Communication sent to the last known address shall be sufficient.

C10.04. The lesser of fifty, or five percent, of the voting members shall constitute a quorum at a Regular or Special Congregation Meeting.

C10.05. Voting by proxy or by absentee ballot shall not be permitted.

C10.06. All actions by the congregation at a Regular or Special Congregation Meeting shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or required by the law of the Commonwealth of Pennsylvania.

C10.07. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all Congregation Meetings, unless otherwise expressly specified in this constitution or in the bylaws.

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

Chapter 11.

OFFICERS

C11.01. The officers of this congregation shall be the president, the vice-president, the secretary who shall also act as corporate secretary, and the treasurer.

a. Duties of the officers shall be specified in the bylaws.

b. Officers of this congregation shall be voting members of this congregation and serve similar offices of the Congregation Council and shall be voting members of the Congregation Council.

c. The president, the vice president, and the secretary shall be elected, by written ballot in each case where there is more than one candidate for the office, by the elected membership of the Congregation Council.

d. The congregation, at its Governance Meeting, shall annually elect a treasurer. An assistant treasurer and/or financial secretary may also be elected; persons in these two positions shall not be officers but shall be voting members of the congregation.

e. All officers shall serve for a term as specified in the bylaws. Term limits that apply to the assistant treasurer and/or the financial secretary, if any, are also specified in the bylaws.

C11.02. No officer shall hold more than one office at a time.

Chapter 12.

CONGREGATION COUNCIL

C12.01. The voting membership of the Congregation Council shall consist of the pastors, ELCA rostered lay professionals under call to the congregation, the treasurer, twelve to fifteen elected members, and a youth member. Any voting member of the congregation may be elected to Congregation Council, subject only to the limitation on the length of continuous service permitted in that office specified in the bylaws. 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, (b) is absent from four successive regular meetings of the Congregation Council without cause, or (c) resigns from Congregation Council. Consistent with the laws of the Commonwealth of Pennsylvania, the congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

C12.02. Except for the youth member, members of the Congregation Council shall be elected by majority vote at a Governance Meeting. The youth member shall be a voting member of this congregation appointed by the Congregation Council. At any time it is felt to be in the congregation's best interests, the assistant treasurer, if any, may be appointed to serve part of a year by action of the Congregation Council and/or elected at a Governance Meeting to serve a one year term but no more than three consecutive years as a member of the Congregation Council.

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

C12.03. Should a member's place on the Congregation Council be declared vacant, the Congregation Council may elect, by majority vote, a successor to serve until the next Governance Meeting, at which time the congregation shall elect a successor to fill the unexpired term.

C12.04. The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:

- a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
- b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
- c. To oversee and provide for church employed staff support or contracted services for the administration of this congregation to enable it to fulfill its functions and perform its mission.
- d. To provide for and maintain supportive relationships with the pastor(s), staff, and ministry team leaders to help them and annually evaluate the fulfillment of their calling, appointment, or employment.
- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding and reconciliation.
- g. To arrange for needed pastoral service during the sickness or absence of a pastor.
- h. To emphasize partnership with the synod and churchwide units of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
- i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
- j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

C12.05. The Congregation Council shall be responsible for the financial and property matters of this congregation including adherence to fiduciary and legal requirements.

- 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 Commonwealth of Pennsylvania, except as otherwise provided herein.

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

b. The Congregation Council shall not have the authority to buy, sell, encumber, or become a lessee of real property for a term exceeding one year unless specifically authorized to do so at a Regular or Special Congregation Meeting.

c. The Congregation Council may enter into contracts not greater in amount, in the aggregate, than 6% of the anticipated receipts of the annual budget without approval by a Congregation Meeting. In emergency circumstances, the Congregation Council, by two-thirds vote and with prompt notification to the congregation, may exceed this limitation.

d. The Congregation Council shall approve an annual budget for adoption by majority vote at the Fiscal Meeting, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations not more than 6% of the anticipated receipts without congregational approval at a Regular or Special Congregation Meeting. The budget shall include this congregation's support of the wider ministry being carried on in partnership with the synod and churchwide organization.

e. The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.

f. The Congregation Council shall be responsible for oversight of this congregation's investments and its total insurance program.

C12.06. The Congregation Council shall see that the provisions of this constitution and its bylaws are carried out.

C12.07. The Congregation Council shall provide for an annual review of the membership roster.

C12.08. The Congregation Council shall be responsible for oversight of the employment and supervision of the paid lay workers of this congregation.

C12.09. The Congregation Council shall submit a comprehensive report to this congregation at the annual Governance and Fiscal Meetings, consistent with the underlying purpose for those meetings, as well as any other pertinent business of the congregation.

C12.10. [Intentionally left blank]

C12.11.

a. The Congregation Council shall normally meet once a month.

b. Special Congregation Council meetings may be called by one of the pastors or the president, and shall be called at the request of at least one-half of its members. Notice of each special Council meeting shall be given to all who are entitled to be present.

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

c. In the event of the need for an immediate decision, Congregation Council members may discuss the issue(s) by telephone conference and/or by e-mail and conduct a vote without physically meeting.

C12.12. A quorum for the transaction of Congregation Council business shall consist of a majority of the members of the Congregation Council, except that when one or more members requests or consents to be absent and has not objected to the agenda for the meeting, and the agenda covers the only actionable business of the meeting, the majority shall be determined as if the total number of members does not include the absent member(s).

Chapter 13.

CONGREGATION COMMITTEES

C13.01. The President, Vice President, Secretary, Treasurer, and Senior Pastor of this congregation shall constitute the Executive Board.

C13.02. A Nominating Team shall be appointed by the Congregation Council for terms and duties as specified in the bylaws or separate charter.

C13.03. A Mutual Ministry Team shall be appointed by the president, following consultation with the pastors. The membership, terms of office, and duties of team members shall be as specified in the bylaws or separate charter.

C13.04. An Audit Team shall be appointed by the Congregation Council. Term of office and duties shall be specified in the bylaws. An external audit of all financial matters of the congregation shall be conducted periodically, as specified in the bylaws.

C13.05. When a pastoral vacancy occurs, a Call Committee of six adult and one youth voting members of the congregation and up to three alternate voting members of the congregation shall be appointed by the Congregation Council. The alternate members of the Call Committee shall not have a vote on Call Committee matters unless they become members due to a vacancy in the voting membership of the Call Committee. The term of office will terminate at installation of the newly-called pastor.

C13.06.

a. There shall be ministry teams directly supporting the mission such as Evangelism, Stewardship, Worship, Christian Education, Health, and Global Vision and those supporting administration such as Facilities Management, Finance, and Personnel. Other congregation ministry teams and committees shall be formed as described in the bylaws or may be formed as the need arises by decision of the Congregation Council.

b. There shall be boards, such as the Endowment Fund Trustees and Pre-school Board. Board members' terms of office shall be specified in the bylaws .

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

C13.07. Roles and responsibilities of congregation ministry teams and committees shall be specified in the bylaws or when appropriate in a separate team charter.

C13.08. A pastor of this congregation shall be an advisor to each ministry team, committee, or board. Where appropriate, a pastor may be a member of a mission supporting ministry team, committee, or board.

Chapter 14.

ORGANIZATIONS WITHIN THE CONGREGATION

C14.01. All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, all organizations are subject to the oversight and direction of the Congregation Council.

C14.02. If an outside organization, other than an official organization of the Evangelical Lutheran Church in America, wishes to affiliate with the congregation, Congregation Council authorization is required. This provision does not prohibit use of the church facilities by outside organizations in compliance with the Building Use Policy.

Chapter 15.

DISCIPLINE OF MEMBERS AND ADJUDICATION

***C15.01.** Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: (a) private admonition by the pastor(s), (b) admonition by the pastor(s) in the presence of two or three witnesses, and (c) citation to appear before the Congregation Council. If, for any reason, the pastor is unable to administer the admonitions required by (a) and (b) hereof, the president, or vice president shall administer such admonitions.

(Note: The term "pastor(s)" refers to the senior pastor or designated associate pastor.)

***C15.02.** 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 discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be prepared by member(s) of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Congregation Council of the need to issue a written citation to the accused and the accusers that specifies the time and place of the

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

hearing before the Congregation Council. The written charges shall accompany the written citation to the accused. A member charged with the offense shall appear before the Congregation Council after having received a written citation at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Congregation Council may proceed with the hearing and may pass judgment in the member's absence.

(Note: Within this provision "meeting" and "hearing" may be synonyms.)

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

- a. censure before the Congregation Council or congregation;
- b. suspension from membership for a definite period of time; or
- c. exclusion from membership in this congregation.

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

***C15.04.** The member against whom disciplinary action has been taken by the Congregation Council shall have the right to appeal the decision to the Synod Council. Such right may not be abridged and the decision of the Synod Council shall be final.

***C15.05.** Disciplinary actions may be reconsidered and revoked by the Congregation Council upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.

***C15.06.** For disciplinary actions in this congregation, "due process" shall be observed as specified in 20.41.04. in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

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

C.15.08 [intentionally left blank]

C.15.09 [intentionally left blank]

***C15.10. Adjudication** *(Note: This is only a heading. See *C15.11 below)*

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

***C15.11.** When there is disagreement among factions within this congregation on a substantial 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.

(Note: In this provision, chair of the Congregation Council refers to the president of Calvary's Church Council.)

Chapter 16. BYLAWS

***C16.01.** This congregation may adopt bylaws. No bylaw may conflict with this constitution.

***C16.02.** Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.

***C16.03.** Changes to the bylaws may be proposed by any voting member provided, however, that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a Regular or Special Congregation Meeting called for that purpose and that the Congregation Council notify the congregation's members by mail of the proposal with its recommendations at least 30 days in advance of the Congregation Meeting.

(Note: The notice requirement is described in C 10.03)

***C16.04.** Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

Chapter 17. AMENDMENTS

***C17.01.** Unless provision *C17.04. 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 10 voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a Regular or Special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation's members by mail of the proposal together with the council's recommendations at least 30 days in advance of the meeting.

(Note: The notice requirement is described in C 10.03)

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

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

a. be approved at a legally called Congregation Meeting by a majority vote of those present and voting;

b. be ratified without change at the next annual meeting by a two-thirds vote of voting members present and voting; and

c. have the effective date included in the resolution¹ and noted in the constitution.

(Note: In provision b., “annual meeting” refers to Calvary’s next Fiscal or Governance Meeting as described in the bylaws.)

***C17.03.** Any amendments to this constitution that result from the processes provided in *C17.01. and *C17.02. shall be sent by the secretary of this congregation to the synod.

The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution and bylaws of the Evangelical Lutheran Church in America or the constitution of the Southeastern Pennsylvania Synod of the ELCA.

***C17.04.** 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—by a simple 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 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 10 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.

¹ *Such an effective date must be stated in relation to the requirements of *C17.03 to allow time for synodical review of the amendment.*

Constitution of Calvary Evangelical Lutheran Church, West Chester PA

Chapter 18.

CONTINUING RESOLUTIONS

***C18.01.** 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.

(Note: The legally called meeting referred to here is a Regular or Special Congregation Meeting as defined in Chapter 10.)

***C18.02.** 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.

(Note: The meeting referred to here is a Regular or Special Congregation Meetings as defined in Chapter 10.)

Chapter 19.

INDEMNIFICATION

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

(Note: Such indemnification applies solely to those individuals specified in the bylaws or in a continuing resolution.)

Bylaws of Calvary Evangelical Lutheran Church, West Chester PA

SECTION ONE – Congregation Meetings²

The congregation shall have two Regular Congregation Meetings each year.

A. The Governance Meeting shall be held not later than the sixth Sunday of each calendar year.

B. The Fiscal Meeting shall be held not later than the sixth Sunday of each fiscal year.

SECTION TWO – Church Council³

(Throughout these bylaws, the term Church Council is intended to refer to the same body referred to as the Congregation Council throughout the constitution.)

A. Except for the Pastors and the youth member, members of the Church Council shall be elected by majority vote at a Governance Meeting to serve for terms of three (3) years. Such members shall be eligible to serve no more than one full term consecutively, with two exceptions:

1. They may be permitted to stand for election to a full term of three (3) years if they have completed an immediately preceding term for which they were elected or appointed to fill a vacancy; and

2. Prior to any Governance Meeting, the Executive Board, in exceptional circumstances, may designate no more than one current Church Council member who will have served not more than three years to stand for election to an additional term of either one or two years. If the Executive Board chooses to invoke this exception, it shall notify the Nominating Team as soon as practicable, and preferably at least four (4) months before the Governance Meeting.

The terms of elected members of Church Council shall begin at the close of the Governance Meeting at which they are elected. Any member of Church Council may be removed for non-performance or inattention to duty by a two-thirds vote of Council members in attendance at a properly called meeting of Council where advance notice and a full opportunity to respond has been given to the Council member whose removal is sought.

The youth member shall be a voting member of this congregation appointed by the Church Council for a one-year term beginning in May. The youth member position may be shared by more than one youth member, but it shall only have one (1) vote on Church Council.

² Ref. constitution C10.01.

³ Ref. constitution C5.03 and Chapter 12.

Bylaws of Calvary Evangelical Lutheran Church, West Chester PA

B. Church Council shall meet regularly each month, normally on the second Monday, and it may meet at other times as called by the Executive Board. During the summer, Council may decide not to meet.

C. The pastors, any rostered lay staff members, the treasurer, and, when appropriate, the standing ministry team liaisons (or alternatively the chairpersons), the director of music, and any other staff member designated by Church Council shall submit written reports for distribution at or prior to Church Council meetings.

D. Non-rostered staff members, Ministry Team leaders, or board chairpersons may be requested to attend meetings of Church Council as appropriate, but they should not be expected to attend such meetings unless there is a particular need for their participation.

E. In the event of the need for an immediate decision, Church Council members may discuss the issue(s) electronically and/or by telephone conference and make a decision or conduct a vote without physically meeting. The Secretary, or in the absence of the Secretary another officer, shall indicate the manner of meeting and the decision in special minutes that shall be subject to approval at the next regularly scheduled Church Council meeting and kept with the minutes of Church Council.

F. Church Council members, to the greatest extent possible, shall serve as liaisons to standing ministry teams.

SECTION THREE – Duties and Terms of Officers⁴

A. The duties of the officers shall be as follows:

1. President – The duties of the President shall be as follows:

a. Preside at Congregation Meetings, Council Meetings and Executive Board Meetings.

b. Be available to liaise with standing ministry teams that have no other Council member liaison. This does not require that the President attend such ministry team meetings.

c. Appoint any necessary ministry team members.

d. Sign all legal documents, with the Secretary or other officer acting in the absence of the Secretary, on behalf of the congregation.

e. Convene and chair the Nominating Team.

f. Enforce the constitution, bylaws and continuing resolutions, and perform the general duties as are common for the office, including such additional duties as may be directed by the congregation from time to time.

2. Vice President – The duties of the Vice President shall be as follows:

a. Perform all of the duties of the President in the latter's absence and such other additional duties, as may be directed by the congregation or by the President from time to time.

⁴ Ref. constitution Chapter 11, C12.02, C13.01.

Bylaws of Calvary Evangelical Lutheran Church, West Chester PA

- b. Serve on the Executive Board.
 - c. Oversee communications to the congregation, including updates published in the newsletter, bulletin inserts, and website.
 - d. Oversee orientation of new Council members.
3. Secretary – The duties of the Secretary shall be as follows:
- a. Those duties commonly required of that office, especially the keeping and preserving of accurate records of all Congregation Meetings and handling such correspondence as the congregation may require.
 - b. Sign all legal documents, with the President, on behalf of the congregation. If the Secretary is unable to act, another officer may sign legal documents in place of the Secretary.
 - c. Serve on the Executive Board.
 - d. Keep minutes of all Church Council meetings and Executive Board meetings.
 - e. Maintain the official copy of the Constitution, By-Laws, and Continuing Resolutions, including all duly approved changes and amendments thereto.
 - f. Ensure the proper safekeeping of all important Council and Congregation Meeting minutes, and documentation of other key actions.
4. Treasurer – The duties of the Treasurer shall be as follows:
- a. Maintain and preserve accurate records of all receipts and disbursements.
 - b. Provide for payment of all financial obligations of the congregation, Church Council and Executive Board, as permitted by the Constitution, By-Laws and Continuing Resolutions and in compliance with related church policies and procedures.
 - c. Reconcile all bank statements on a monthly basis.
 - d. Serve on the Executive Board and Finance Ministry Team.
 - e. Submit a monthly financial report, which includes a Balance Sheet and Statement of Receipts and Disbursements (comparing Actual to Budget), for review and approval by Church Council.
 - f. Prepare and submit a comprehensive Financial Report as of each Fiscal Year End for review and approval of the congregation at the Fiscal Meeting. This report shall include a Balance Sheet, a Statement of Receipts and Disbursements (comparing Actual to Budget), a Statement of Changes in Fund Balances and a summary of all Endowment, Memorial, Restricted and Council Designated Funds.

The Treasurer may delegate certain duties, including, without limitation, service and vote on the Executive Board, to the Assistant Treasurer, if any, and with the approval of Church Council may appoint a person(s) to assist and/or may outsource functions to carry out the Treasurer's responsibilities, but shall remain ultimately responsible and accountable for all duties of the office. Neither the bylaws nor the constitution require an Assistant Treasurer or Financial Secretary. Chapter C11.01.d of the constitution provides for the optional election by the Congregation of an Assistant Treasurer and/or Financial Secretary, and Chapter C12.02 of the constitution provides for appointment or election of an Assistant Treasurer to serve as a member of the Congregation Council.

Bylaws of Calvary Evangelical Lutheran Church, West Chester PA

B. The terms to be served by officers and other positions subject to election under the constitution shall be as follows:

1. The President and the Vice President, absent exceptional circumstances, shall serve no more than one consecutive one-year term in each respective office.
2. The Secretary, absent exceptional circumstances, shall serve no more than two consecutive one-year terms.
3. All other officers or other positions subject to election under the constitution, unless set forth elsewhere in these bylaws or in any continuing resolution or charter, shall serve for no more than ten consecutive years, regardless of the length of the particular term.

SECTION FOUR – Executive Board⁵

A. The Executive Board is responsible for providing strategic guidance and leading the annual Church Council process for establishing broad thrusts, setting goals and timetables, and coordinating implementation by the various organizational entities within the congregation.

B. The Executive Board shall have authority to make decisions on behalf of the Church Council under the following conditions:

1. the decision made by the Executive Board is within policies approved by Church Council and consistent with the goals and objectives set by the Church Council;
2. a timely decision on the matter would not be possible if the decision were delayed until the next Church Council meeting;
3. any decision involving the expenditure of funds complies with the current Purchases and Expenditures Policy; and,
4. the Executive Board notifies the Church Council of its decision(s) by the next duly scheduled Church Council meeting; provided that, the Executive Board shall retain the discretion in appropriate circumstances, particularly those requiring confidentiality or the development of information, to defer notification of its deliberations or decision to Church Council, so long as notification is ultimately given within a reasonable time.

SECTION FIVE – Ministry Teams⁶ and Boards⁷

A. There shall be Standing Ministry Teams, which have an ongoing existence, meet regularly, and support the mission or the administration of the congregation, including the following:

⁵ Ref. constitution C13.01.

⁶ Ref. constitution C4.04, C13.06(a), C13.07, and C13.08.

⁷ Ref. constitution C5.03(i) and C13.06(b).

Bylaws of Calvary Evangelical Lutheran Church, West Chester PA

1. Audit⁸ – This Team shall be responsible for conducting an annual internal audit of the financial records of the congregation and arranging for an annual audit of the Pastor's Discretionary Fund. The Team shall be made up of three voting members of the congregation with relevant experience who shall be appointed by Church Council. Team members may not be members of Church Council and may serve for a maximum of two 3-year terms. The Team, in conjunction with the Finance Ministry Team, shall provide for an external audit not less frequently than every six years and an external review no less frequently than three years from the date of the last external audit.

2. Campus Ministry – This Team provides support and guidance for the ministry to the West Chester University community and the ministry to Calvary's sons and daughters attending colleges and universities.

3. Christian Education – This Team oversees all the educational programs of the congregation, including Sunday School, Vacation Bible School, and Adult Education.

4. Evangelism – This Team is responsible for all activities that challenge people to respond to Christ's invitation to be part of the Church. The Team encourages all members to seek out and invite new members to become part of this congregation. This Team also seeks to find ways to encourage inactive members to become more involved in the life and ministry of Calvary.

5. Facilities Management – This Team has responsibility for all matters concerning the maintenance of the church building and grounds, including parking areas.

6. Finance – This Team provides guidance for all financial concerns of the congregation and assures that appropriate financial controls are in place. The Team submits a budget to the Church Council after consulting with the other ministry teams of the congregation. The Team also oversees non-endowment church investments and has responsibility for arranging with the Audit Team for the annual audits.

7. Global Vision – This Team encourages the members of Calvary to take an interest in the worldwide dimensions of the Church and its ministries. In addition to helping plan Calvary's support of World Missions, this Team is also concerned with providing hospitality to international visitors and guests in our community, such as the international students at West Chester University.

8. Health and Wellness – This Team provides education and support to congregation members about wellness and supports the ministries of the Parish Nurse.

9. Mutual Ministry⁹ – This Team shall be a personal and confidential support group for the rostered staff. It shall not be required to report to Church Council, although its members shall be appointed by the President, following consultation with the pastors. Team members shall serve for staggered terms of three years each. The Mutual Ministry Team shall be comprised of two lay members for each Pastor and a Chairperson. Mutual Ministry Team members, in consideration of candidates suggested by the pastors and the outgoing members, are appointed by the President. Persons serving on Church Council, the Personnel Team, and as leaders/chairpersons of other ministry teams listed

⁸ Ref. constitution C13.04.

⁹ Ref. constitution C13.03.

Bylaws of Calvary Evangelical Lutheran Church, West Chester PA

in the bylaws are not eligible for concurrent membership on the Mutual Ministry Team. The Mutual Ministry Team member qualifications and responsibilities may be further specified in its charter.

10. Nominating¹⁰ – This Team shall be responsible for identifying and providing a slate of candidates before the congregation at the Governance Meeting. Any member of the congregation may nominate any member eligible for an elected position directly to the Team. The Team shall publish to the congregation notice of the nominating process at least eight weeks prior to the Governance Meeting, shall endeavor to publish to the congregation information regarding candidates for election at least four weeks prior to the Governance Meeting, and shall strive to put forth a slate of candidates for election by acclamation. To assure thorough consideration of nominees, nominations from the floor shall not be accepted.¹¹ However, if there is a strong desire within those attending the Governance Meeting to place in nomination from the floor one or more member(s) in good standing not put forth by the Nominating Team, a two-thirds vote of those present at the meeting can then allow for such a member to be proposed for election. Such a member must be present at the Governance Meeting, indicate a willingness to serve if elected, and provide, in writing if possible, biographical information of a similar nature to that which has previously been provided for the existing slate of candidates. Team members shall be appointed by the Council and shall be comprised of the President of Church Council, who shall act as Chair, the senior pastor, three outgoing Council members, and three voting members of the congregation who are not recent Council members. The outgoing Council members shall serve a one-year term and the three voting members of the congregation shall serve for a maximum of two years.

11. Personnel – This Team executes the responsibilities of Church Council relating to human resources policies and practices for Calvary's rostered and non-rostered staff members, serves as a resource for personnel development, and performs other duties specified in this Team's charter.

12. Revelations of Sight and Sound – This Team presents programs and displays that share the gifts of God through music, art, and horticulture, encouraging hospitality and embracing creativity.

13. Social Ministry – This Team coordinates congregational efforts to serve people in need and addresses issues of societal concern. The Team provides supervision of on-going ministries like Pocopson Home visitations, Salvation Amy meal preparation, literacy program volunteers, food bank contributions, Habitat for Humanity and Good Works work days.

14. Stewardship – This Team helps, with the participation of any staff member designated by Church Council, to identify talents of members and encourages members

¹⁰ Ref. constitution C13.02.

¹¹ This provision expressly supersedes any conflicting requirement of Roberts' Rules of Order, as permitted by C10.07 of the constitution and the Pennsylvania Non-Profit Corporation Law, 15 Pa.C.S. § 5758(b) ("If a bylaw adopted by the members provides a fair and reasonable procedure for the nomination of candidates for any office, only candidates who have been duly nominated in accordance therewith shall be eligible for election").

Bylaws of Calvary Evangelical Lutheran Church, West Chester PA

to be responsible in their support of the mission and ministry of the congregation, particularly the contribution of time, talent, and money.

15. There may be a Strategic Oversight Ministry Team to assist the Executive Board in developing and providing strategic guidance to the Church Council.

16. Worship Ministry – This Team guides the congregation in all areas that involve worship and music. The Team works with the pastors in planning for worship, supports the musicians and the choirs, and provides guidance for the many volunteers who assist in the congregation's worship experience.

17. Family and Youth Ministry – This Team is responsible for overseeing all ministries for family and youth at Calvary. This Team shall strive to equip and support families of all types, children, youth (grades 6-12), young adults, and the congregation to nurture faith, pass on the faith and live well in the Body of Christ and in Christ.

Ministry teams are encouraged to adopt charters, subject to approval by Executive Board, so long as they do not conflict with constitution or bylaws.

Other ministry teams, combinations thereof or not specifically listed above, may exist, or they may be created, subject to the oversight of Church Council, as the need may arise. Nothing in these bylaws shall preclude the restructuring of ministry teams in any manner determined to be in the best interest of the congregation.

B. There shall be Boards, including the following:

1. Endowment Fund Trustees¹² – The Trustees shall be responsible for all aspects of managing the Endowment Fund, with terms more specifically set forth and described in the Endowment Fund Guidelines. The Endowment Fund Guidelines, and any changes thereto, shall be approved by the congregation at one of the Regular Congregation Meetings. The Investment Policy Statement for the Endowment Fund, and any changes thereto, must be approved by the Church Council.

2. Calvary Preschool Board – This Board, comprised of up to six voting members of the congregation, shall oversee the operation of the Calvary Preschool. Preschool Board members shall serve three-year terms of office.

SECTION SIX – Matters Regarding Membership¹³

A. Calvary welcomes all people as disciples of Christ, whether or not they are members.

B. Persons who indicate that they want to join Calvary as members will be invited to participate in new member orientation, and if the leader(s) of the orientation are satisfied that they fulfill the requirement of chapter 8 of the Constitution, the prospective members'

¹² Ref. constitution C5.05.

¹³ Ref. constitution Chapter 8 and C9.12.

Bylaws of Calvary Evangelical Lutheran Church, West Chester PA

names will be submitted to Council. If no one raises an objection, the application(s) of every such person(s) will be deemed approved as set forth in Section 8.03 of the constitution.

C. The senior pastor shall assure that the membership roll is maintained and, along with Church Council, shall assure that it is annually reviewed so that it accurately reflects the membership of Calvary.

D. A member may be removed from the membership rolls of the congregation for inactivity or other reasons as provided in the constitution. A person is considered inactive if he or she does not commune, make a monetary contribution of record, or participate in the programs of the congregation and with whom no contact has occurred for 24 months or the person indicates an intent not to return to the congregation.

SECTION SEVEN – Pastoral Vacancy and Transition Matters¹⁴

Not later than two weeks after any member of the Executive Board is aware that a decision has been made that will create a pastoral vacancy, the Executive Board shall convene a meeting with chairs and any Council liaison members of the Finance, Mutual Ministry, Personnel Ministry, and the Strategic Oversight Teams (collectively, the “Transition Team”) for the purpose of reviewing all procedures that may apply to the selection of a pastor to fill such vacancy. This Transition Team shall determine any mandatory procedures required by the Southeastern Pennsylvania Synod (SEPA), as well as any procedures suggested by the SEPA, and create a path forward for immediate communication to the congregation. The path forward shall be communicated also to the Synod for any comment. This Transition Team shall continue to meet no less frequently than monthly to assure that suitable progress toward the call and installation of a new pastor occurs.

¹⁴ Ref. constitution C5.03(a), C5.03(c), C9.01, and C13.05.

Bylaws of Calvary Evangelical Lutheran Church, West Chester PA

SECTION EIGHT – Indemnification¹⁵

The congregation shall defend and indemnify any person who is or was a member of Church Council or holds or held other elected office at Calvary from any and all claims asserted against such person as a result of his or her conduct on behalf of Calvary and provided that the claim asserted does not arise from the gross negligence or reckless, willful, wanton or intentional misconduct of such person. The congregation shall hold such person harmless against any damages, claims, suits, actions, liabilities, loss, costs and expenses, including reasonable attorney fees, arising out of or alleged to have arisen from such indemnified claim. The indemnified person agrees to give prompt written notice to the senior pastor or president of Church Council of any such claim or suit and further agrees that Church Council will have full discretion to determine the manner in which such claim or suit shall be defended, which discretion may be delegated to Calvary's insurer. The indemnified party's delay in furnishing notice of any such claim or suit to Calvary shall not discharge Calvary from its indemnification obligation, except to the extent such delay results in actual prejudice to Calvary or its insurer. In the event that this Paragraph is amended, such amendment shall apply only prospectively unless such amendment operates in favor of a member seeking indemnification.

SECTION NINE – Safe Church and Building Use Policies¹⁶

Church Council shall be responsible for promulgating and periodically reviewing policies providing for the safe environment for its youth and for the optimal use of Calvary's premises, taking into account where possible and reasonable the requests of outside benevolent organizations.

SECTION TEN – Christ the King Congregation

Christ the King – Calvary, although it has no governance authority over this congregation, provides facilities for its use and endorses its mission.

¹⁵ Ref. constitution C19.01.

¹⁶ Ref. constitution C14.02.

**Index to Constitution and Bylaws
(SECTION provisions are in Bylaws)**

* designates a Constitution provision required by the *Constitution, Bylaws, and Continuing Resolutions of the evangelical Lutheran Church in America (ELCA)*

Affiliation. See Church Affiliation

Amendments

Bylaws, *C5.03d

Constitution *C5.03d

Assistant treasurer, C11.01d, C11.01e, C12.02, SECTION THREE A4

Associate members. See Members

Associates in Ministry, *C6.03d

Asterisk, See * (the first entry in this Index)

Audit C13.06a, C13.07, C13.08, C13.04, SECTION FIVE A1, A6

Baptized members. See Members

Boards, C1.04, *C5.03i, C13.06b, SECTION FIVE B

Budget, *C5.03e, C.12.05b, C.12.05d, SECTION THREE A4e, f

Building Use Policy, C14.02, SECTION NINE

Bylaws, *C4.04, C12.06, Chapter 16, SECTION THREE A1f, SECTION THREE A3e

Adoption or amendment, *C16.02

Changes, *C16.03, *C16.04

*C. See * (the first entry in this Index)

Call. See Pastor(s)

Call Committee, C13.05

Calvary Evangelical Lutheran Church, Chapter 1

Calvary Preschool Board SECTION FIVE B2

Campus Ministry Team C13.07, C13.08, C13.04, SECTION FIVE A2

Christ the King Congregation, SECTION TEN

Christian Education Team, C13.04, C13.06, C13.07, C13.08, SECTION FIVE A3

Church Affiliation, Chapter 6

Church Council (same as Congregation Council, See C1.03), *C4.04, *C5.03, *C8.03, *C.9.03b4, SECTION TWO

See also Officers

Duties, C12.04, C12.05, C12.06, C12.07, C12.08, C12.09, C12.11, SECTION SIX C

Election, C12.01, 12.02, 12.03, SECTION TWO A, SECTION FIVE A10

Eligibility for, C12.01

to fill vacancy, C12.03

Meetings, SECTION TWO B, C, E

Number of members, C12.01

Quorum, C12.12

**Index to Constitution and Bylaws
(SECTION provisions are in Bylaws)**

Special church council meetings C12.11b & c
Term, C12.01, SECTION TWO A.
Vacancy, C12.01, C12.03, SECTION TWO A2
Youth member C12.01, C12.02, SECTION TWO
Appointment of, C12.02, SECTION TWO A

Confession of Faith, Chapter 2, *C6.02
Confirmed members. See Members
Congregation Council, See Church Council
Congregation
 Authority of, *C5.03, *C9.01
 Organizational structure, *C4.04
 Powers of, Chapter 5
 Role of, *C4.02, *C4.03

Congregation Committees, Chapter 13
Congregation Meeting(s), *C5.02, Chapter 10, C12.05b, *C16.02, *C16.03, *C17.02b
 SECTION ONE, SECTION THREE A1a

Fiscal C10.01, C12.05d, C12.09, SECTION ONE B, SECTION THREE A4f
Governance C10.01, C11.01d, C12.02, C12.03, C12.09, C17.02b, SECTION
 ONE A, SECTION TWO A, SECTION FIVE A10
Members, voting C12.01
Notice of, C10.03
Quorum, C10.04
Regular, C10.01
Special C10.02

Constitution, C12.06, SECTION THREE A1f, SECTION THREE A3e
 Amendments, Chapter 17

Continuing Resolutions, Chapter 18, SECTION THREE A1f, SECTION THREE A3e
Corporate secretary. See Officers - Secretary

Deaconesses, *C6.03d
Diaconal Ministers, *C6.03d
Disagreement among factions, *C15.11
Disciplinary action
 Members, *C8.05, *C9.03b4, Chapter 15
 Pastor(s), *C9.05e

Ecumenical relationships *C403i, C9.20
Elections, *C5.03i, SECTION FIVE A10

Index to Constitution and Bylaws
(SECTION provisions are in Bylaws)

- Endowment Fund, C5.05, SECTION THREE A3f, SECTION FIVE B1
Evangelism Team C13.06a, C13.07, C13.08, SECTION FIVE A4
Executive Board, C13.01, SECTION TWO A2, A3, SECTION THREE A, SECTION FOUR, SECTION FIVE A15, SECTION SEVEN
- Facilities Management Team, C13.06a, C13.07, C13.08, SECTION FIVE A5
Family and Youth Ministry Team, C13.07, C13.08, SECTION FIVE A17
Finance (Ministry) Team, C13.06, C13.07, C13.08, SECTION THREE A4d, SECTION FIVE A6
Financial secretary, C11.01d, e, SECTION THREE A
- Global Vision Team C13.06, C13.07, C13.08, SECTION FIVE A7
- Health (and Wellness) Team, C13.06, C13.07, C13.08, SECTION FIVE A8
- Indemnification, Chapter 19 SECTION EIGHT
Insurance, C12.05f
Investments, C12.05f, SECTION FIVE A6
- Meetings. See Congregation Meetings
- Membership (Members), Chapter 8, SECTION SIX. See also Disciplinary action
Annual review of roster, C.12.07, SECTION SIX C
Associate, *C8.02d
Baptized, *C8.02a
Confirmed, *C8.02b, *C8.03
Death, *C8.05a
Defined *C8.01
Orientation, SECTION SIX B
Release, *C8.05c
Removal from the roll *C8.05e, SECTION SIX D
Resignation, *C8.05b
Termination of, *C8.05
Voting *C8.02c
- Ministry teams, C1.04, C13.06, C13.07, C13.08, SECTION TWO F, SECTION THREE A1b, c, SECTION FIVE
- Mission Statement, *C4.05
Mutual ministry team C13.03, C13.07, C13.08, SECTION 5A9
- Name and Incorporation, Chapter 1
Nature of the Church, Chapter 3
Nominating process, SECTION TWO A2, SECTION FIVE A10

Index to Constitution and Bylaws
(SECTION provisions are in Bylaws)

Nominating Team C13.02, C13.07, C13.08, SECTION TWO A2,
SECTION THREE A.1.e., SECTION FIVE A.10.

Notice, See Congregation Meetings - Notice of

Officers, Chapter 11

Duties of, C11.01a, SECTION THREE A

Election of, *C5.03i, C11.01c, d

President C11.01, C13.01, SECTION THREE A1

Secretary, C11.01, C 13.01, *C16.04, *C17.03, SECTION THREE A3

Term, C11.01e, SECTION THREE B

Treasurer C 11.01, C 13.01, SECTION THREE A

Vice president, C11.01, SECTION THREE A2

Other organizational group(s) C1.04, *C4.04. See Ministry teams, Boards

Organizations within the congregation, Chapter 14

Outside organizations, C14.02

Pastor(s), Chapter 9, C12.01

Call, *C5.03 a, b, c, *C6.03c, *C9.02, *C9.04, *C9.05, *C9.08, *C9.09, *C9.11

Termination of, *C9.05

Duties, *C9.03, *C9.04, *C9.12, *C9.13, *C9.14, C9.20, C13.08, Chapter 15

Division of *C9.04 Note, *C9.12 Note

Interim, *C9.06, *C9.07

Senior pastor C13.01, SECTION SIX C.

Vacancy, *C9.06, C13.05, SECTION SEVEN

Personnel Team, C13.06, C13.07, C13.08, SECTION FIVE A11

Preschool Board, see Calvary Preschool Board.

Property

Ownership *C5.03f, g, h, Chapter 7

Limitations on Council authority C12.05b

Quorum. See Congregation Meetings - quorum, Church Council - quorum

Relocation (of congregation), *C6.06

Revelations of Sight and Sound Team, C13.07, C13.08, SECTION FIVE A13

Robert's Rules of Order, C10.07, SECTION FIVE footnote 11

Safe Church Policy, SECTION NINE

Seal of this congregation, C1.21

Senior pastor. See Pastor(s) - Senior pastor

SEPA, See Southeastern Pennsylvania Synod

Social Ministry Team, C13.07, C13.08, SECTION FIVE A13

Effective 01-25-09 Following Required Approvals

Page 35

Index to Constitution and Bylaws
(SECTION provisions are in Bylaws)

Statement of Purpose, Chapter 4

Southeastern Pennsylvania Synod, *C5.02 note, *C5.04, *C6.01, *C7.01, *C7.03, *C7.04,
*C8.04c

Stewardship Team C13.06, C13.07, C13.08, SECTION FIVE A14

Strategic Oversight Ministry Team, C13.07, C13.08, SECTION FIVE A15

Synod, synod, synodical. See Southeastern Pennsylvania Synod

Termination of membership, *C8.05

Vacancy, pastoral. See Pastor(s) - vacancy

Voting

Absentee, C10.05

Proxy, C10.05

Voting members. See members

Worship (ministry) Team, C13.06.a., C13.07, C13.08, SECTION FIVE A17

Youth member (on Church Council). See Church Council – Youth member

NOTES