



Constitution, Bylaws & Continuing Resolutions

Saint Paul Area Synod

Evangelical Lutheran Church in America

Adopted June 12, 1987, Revised April 2002, Revised May 2006, Revised June 2007,
Revised August 2007, Revised July 2008, Revised January 2009, Revised June 2009,
Revised March 2010, Revised May 2010, Revised May 2011, Revised December 2011,
Revised May 2012, Revised May 2013, Revised December 2013, Revised May 2014,
Revised September 2015, Revised May 2017, Revised May 2018, Revised September 2019,
Revised September 2020.

TABLE OF CONTENTS

Mission Statement		4
Chapter 1	Name and Incorporation	5
Chapter 2	Status	5
Chapter 3	Territory	5
Chapter 4	Confession of Faith	5
Chapter 5	Nature of the Church	6
Chapter 6	Statement of Purpose	7
Chapter 7	Synod Assembly	10
Chapter 8	Officers	13
Chapter 9	Nominations and Elections	21
Chapter 10	Synod Council	24
Chapter 11	Committees and Other Organizational Units	27
Chapter 12	Conferences, Clusters, Coalitions, Area Subdivisions and Networks	33
Chapter 13	Congregations	37
Chapter 14	Rostered Ministers	39
Chapter 15	Financial Matters	46
Chapter 16	Indemnification	47
Chapter 17	Adjudication	48
Chapter 18	Amendments, Bylaws and Continuing Resolutions	48
Appendix A	Codification Explanation	50

STATEMENT OF PURPOSE

The Saint Paul Area Synod is made up of congregations, mission starts and institutions committed to growing in faith and trust in Jesus Christ. Living out of our identity as Lutherans, we recognize we are grasped by grace and are free to devote our energy to being church in a way that is rooted in tradition and open to experimentation.

This means we will show up where we have not been before. We will walk with those who have felt excluded from, hurt by or indifferent to the witness of the church. We will act with the confidence that God calls us to meet Christ in every one of our neighbors.

Christ has begun this good work among us and is renewing us today for --

deeper faith in the living God;

wider engagement in God's world;

bolder trust in God's work through us;

In our common work we will:

build partnerships that are local, global and mutually transformative;

embolden our public witness to justice and service;

welcome possibilities for being church in a new day;

We are not there yet. We are on the way together.

CHAPTER 1 NAME AND INCORPORATION

- †S1.01. The name of this synod, as determined by the Churchwide Assembly, shall be Saint Paul Area Synod of the Evangelical Lutheran Church in America.
- †S1.02. For the purposes of this constitution and the accompanying bylaws, the Saint Paul Area Synod of the Evangelical Lutheran Church in America is hereafter designated as “this synod” or “the synod.”
- †S1.11. This synod shall be incorporated. Amendments to the articles of incorporation of this synod shall be submitted to the Church Council for ratification before filing.
- †S1.21. The seal of this synod is a cross in four colors (orange, red, gold, purple); the name of the synod may appear beneath or to the right of the cross.

CHAPTER 2 STATUS

- †S2.01. This synod possesses the powers conferred upon it, and accepts the duties and responsibilities assigned to it, in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, which are recognized as having governing force in the life of this synod.
- †S2.02. 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.
- †S2.03. No provision of this constitution shall be inconsistent with the constitution and bylaws of this church.

CHAPTER 3 TERRITORY

- †S3.01. The territory of this synod, as determined by the Churchwide Assembly, shall be: the counties of Chisago, Dakota, Ramsey, and Washington; the congregations of Our Savior and St. Mark in Circle Pines, Anoka County; the congregation of Spring Lake in North Branch, Isanti County; and the congregation of Christiania in Lakeville; Scott County in the State of Minnesota.
- †S3.02. “Determined by the Churchwide Assembly,” as stipulated by †S3.01., is understood to include the reported changes in synod relationship made by any congregation in a border area agreed under ELCA bylaws 10.01.01. and 10.01.03.

CHAPTER 4 CONFESSION OF FAITH

- †S4.01. This synod confesses the Triune God, Father, Son and Holy Spirit.
- †S4.02. This synod 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.

†S4.03. This synod 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.

†S4.04. This synod accepts the Apostles’, Nicene, and Athanasian Creeds as true declarations of the faith of this synod.

†S4.05. This synod 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.

†S4.06. This synod 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.

†S4.07. This synod confesses the Gospel, recorded in the Holy Scripture 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 5 NATURE OF THE CHURCH

†S5.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this synod are to be carried out under his rule and authority.

†S5.02. This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.

†S5.03. 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. This church, 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.

†S5.04. 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.

CHAPTER 6 STATEMENT OF PURPOSE

†S6.01. 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.

†S6.02. To participate in God’s mission, this synod as a part of the Church shall:

- a. 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;
- b. 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;
- c. 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;
- d. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness and service;
- 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; and
- 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.

†S6.03. This synod, in cooperation with the churchwide organization, shall bear primary responsibility for the oversight of the life and mission of this church in its territory. In fulfillment of this role and consistent with policies and procedures of this church, the synod shall:

- a. Provide for pastoral care of congregations and rostered ministers in the synod;
- b. Plan for, facilitate, and nurture the mission of this church through congregations;
- c. Strengthen interdependent relationships among congregations, synods, and the churchwide organization, and foster relationships with agencies and institutions affiliated with or related to this church as well as ecumenical partners.
- d. Interpret the work of this church to congregations and to the public on the territory of the synod.

†S6.03.01. The responsibilities of the synod include the following:

- a. providing for pastoral care of congregations, ministers of Word and Sacrament, and ministers of Word and Service in the synod, including:
 - 1) approving candidates for the ministry of Word and Sacrament in cooperation with the appropriate seminaries, which may be done through multi-synod committees;
 - 2) authorizing ordinations and ordaining ministers of Word and Sacrament on behalf of this church;
 - 3) approving ministers of Word and Service, which may be done through multi-synod committees;
 - 4) authorizing ordinations and ordaining ministers of Word and Service on behalf of this church; and

- 5) consulting in the call process for rostered ministers.
- b. providing for leadership recruitment, preparation, and support in accordance with churchwide standards and policies, including:
 - 1) nurturing and supporting congregations and lay leaders;
 - 2) seeking and recruiting qualified candidates for the rostered ministries of this church;
 - 3) making provision for pastoral care, call review, and guidance;
 - 4) encouraging and supporting persons on the rosters of this church in stewardship of their abilities, care of self, and pursuit of continuing education to undergird their effectiveness of service; and
 - 5) supporting recruitment of leaders for this church's colleges, universities, seminaries, and social ministry organizations.
- c. providing for discipline of congregations, ministers of Word and Sacrament, and ministers of Word and Service; as well as for termination of call, appointment, adjudication, and appeals consistent with Chapter 20 of this church's constitution.
- d. providing for archives in conjunction with other synods.

†S6.03.02. In planning for, facilitating, and nurturing the mission of this church through congregations, the responsibilities of the synod include the following:

- a. developing of new ministries, redevelopment of existing ministries, and support and assistance in the conclusion, if necessary, of a particular ministry;
- b. leading and encouraging of congregations in their evangelism efforts;
- c. assisting members of its congregations in carrying out their ministries in the world;
- d. encouraging congregations to respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society;
- e. providing resources for congregational life;
- f. grouping congregations in conferences, clusters, coalitions, or other area subdivisions for mission purposes.

†S6.03.03. In strengthening interdependent relationships among congregations, synods, and the churchwide organization, and in fostering relationships with agencies and institutions affiliated with or related to this church as well as with ecumenical partners, the responsibilities of the synod include the following:

- a. promoting interdependent relationships among congregations, synods, and the churchwide organization, and entering into relationships with other synods in the region;
- b. fostering organizations for youth, women, and men, and organizations for language or ethnic communities;
- c. developing relationships with social ministry organizations and ministries, participating in their mission planning, and providing supportive funding;

- d. supporting relationships with and providing supportive funding on behalf of colleges, universities, and campus ministries.
- e. maintaining relationships with and providing supportive funding on behalf of seminaries and continuing education centers;
- f. fostering supporting relationships with camps and other outdoor ministries;
- g. fostering supporting relationships with preschools, elementary schools, and secondary schools operated by congregations of the synod;
- h. fostering relationships with ecumenical and global companions;
- i. cooperating with other synods and the churchwide organization in creating, using, and supporting regions to carry out those functions of the synod which can best be done cooperatively with other synods and the churchwide organization.

†S6.03.04. In interpreting the work of this church on the territory of the synod, the responsibilities of the synod include the following:

- a. encouraging financial support for the work of this church by individuals and congregations;
- b. participating in churchwide programs;
- c. interpreting social statements in a manner consistent with the interpretation given by the churchwide unit or office which assisted in the development of the statement, and suggestion of social study issues;
- d. providing ecumenical guidance and encouragement.

†S6.04. Except as otherwise provided in this constitution and bylaws, the Synod Council shall establish processes that will ensure that at least 60 percent of the members of the synod assemblies, councils, committees, boards, and other organizational units shall be laypersons; and that at least 45 percent of the lay members of assemblies, councils, committees, boards, or other organizational units shall be women and at least 45 percent shall be men; and that, where possible, the representation of ministers of Word and Sacrament shall include both men and women. This synod shall establish processes that will enable it to reach a minimum goal that 10 percent of its assemblies, councils, committees, boards, or other organizational units be persons of color and/or persons whose primary language is other than English.

†S6.04.01. It is the goal of this synod that 10 percent of the membership of synod assemblies, councils, committees, boards and/or other organizational units be persons of color and/or persons whose primary language is other than English.

†S6.04.02. It is the goal of this synod that at least 10 percent of the voting members of the Synod Assembly, Synod Council, committees, and organizational units of this synod be youth and young adults. The Synod Council shall establish a plan for implementing this goal. For purposes of the constitution, bylaws, and continuing resolutions of this synod, the term “youth” means a voting member of a congregation who has not reached the age of 18 at the time of election or appointment for service. The term “young adult” means a voting member of a congregation between the ages of 18 and 30 at the time of election or appointment for service.

†S6.05. Each assembly, council, committee, board, commission, task force or other body of this synod or

any synod units shall be conclusively presumed to have been properly constituted, and neither the method of selection nor the composition of any such assembly, council, committee, board, commission, task force or other body may be challenged in a court of law by any person or be used as the basis of a challenge in a court of law to the validity or effect of any action taken or authorized by any such assembly, council, committee, board, commission, task force or other body.

†S6.06. 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.

CHAPTER 7 SYNOD ASSEMBLY

†S7.01. This synod shall have a Synod Assembly, which shall be its highest legislative authority. The powers of the Synod Assembly are limited only by the provisions in the Articles of Incorporation, this constitution and bylaws, the assembly’s own resolutions, and the constitutions and bylaws of the Evangelical Lutheran Church in America.

†S7.11. A regular meeting of the Synod Assembly shall be held at least triennially.

S7.11.01 The time and place of the Saint Paul Area Synod Assembly shall be determined by the Synod Council. The time and place for the next regular assembly normally shall be announced three months prior to the assembly.

S7.12 Special meetings of the Synod Assembly may be called by the bishop with the consent of the Synod Council, and shall be called by the bishop at the request of one-fifth of the voting members of the Synod Assembly.

a. The notice of each special meeting shall define the purpose for which it is to be held. The scope of actions to be taken at such a special meeting shall be limited to the subject matter(s) described in the notice.

b. If the special meeting of the Synod Assembly is required for the purpose of electing a successor bishop because of death, resignation, or inability to serve, the special meeting shall be called by the Synod Council after consultation with the presiding bishop of the Evangelical Lutheran Church in America.

S712.01 Notice of a special meeting of the Synod Assembly as described in S7.12 must be sent to all congregations and rostered ministers of this synod at least 45 days prior to the special Synod Assembly.

S7.13. Notice of the time and place of all meetings of the Synod Assembly shall be given by the secretary of this synod.

S7.13.01 At least 30 days prior to an assembly, the Office of the Bishop shall prepare and distribute to each congregation and to the voting members-elect a pre-assembly report. The report shall include but not be limited to the Synod Assembly agenda, the proposed Synod Assembly rules of procedure, the report of the nominating committee, and the proposed budget.

S7.13.02 Each congregation of this synod shall submit to the Office of the Bishop as least 45 days before

Synod Assembly a certified list of the regular and alternate voting members elected by the congregation to the Synod Assembly.

- S7.14.** One half of the members of the Synod Assembly shall constitute a quorum.
- S7.15** The bishop, in consultation with the Synod Council, shall determine the time and place for each Synod Assembly and be responsible for the preparation of its proposed agenda and program.
- †S7.21.** The membership of the Synod Assembly, of which at least 60 percent of the voting membership shall be composed of laypersons, shall be constituted as follows:
- a.** All ministers of Word and Sacrament under call on the roster of this synod in attendance at the Synod Assembly shall be voting members.
 - b.** All ministers of Word and Service under call on the roster of this synod shall be voting members in the Synod Assembly.
 - c.** A minimum of one lay member elected by each congregation with fewer than 175 baptized members and a minimum of two lay members elected by each congregation with 175 or more baptized members related to this synod, typically one of whom shall be a man and one of whom shall be a woman, shall be voting members. The Synod Council shall establish a formula to provide additional lay representation from congregations on the basis of the number of baptized members in the congregation. The Synod Council shall seek to ensure that at least 45 percent of the lay members of the assembly shall be women and at least 45 percent shall be men.
 - d.** Voting membership shall include the officers of this synod.
- †S7.21.01.** Voting members shall begin serving with the opening of a regular Synod Assembly and shall continue serving until voting members are seated at the next regular Synod Assembly.
- †S7.21.02.** If a special Synod Assembly is called and voting members at the previous assembly are unable to serve as voting members, where permitted by state law, the congregation through the Congregation Council may elect new members who shall continue to serve until the next Synod Assembly.
- S7.22.** All retired ministers rostered in this synod shall elect five (5) percent of their number to be voting members; all others shall be advisory members, with voice, but not vote.
- †S7.23.** The presiding bishop of the Evangelical Lutheran Church in America, and such other official representatives of the churchwide organization as may be designated by the presiding bishop, shall have voice but not vote in the meetings of the Synod Assembly. Like privileges shall be accorded to those additional persons whom the Synod Assembly or the Synod Council shall from time to time designate.
- S7.24.** Ministers under call on the rosters of this synod shall remain as members of the Synod Assembly so long as they remain under call and so long as their names appear on the rosters of this synod. Lay members of the Synod Assembly representing congregations shall continue as such until replaced by the election of new members or until they have been disqualified by termination of membership. Normally, congregations will hold elections prior to each regular meeting of the Synod Assembly.
- †S7.25.** Except as otherwise provided in this constitution or in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* each voting member of the Synod Assembly shall be a voting member of a congregation of this synod.

- S7.26.** This synod may establish processes through the Synod Council that permit representatives of authorized worshipping communities of the synod, which have been authorized under ELCA bylaw 10.01.04, to serve as voting members of the Synod Assembly, consistent with †S7.21.
- S7.27.** This synod may establish processes through the Synod Council to grant a minister of Word and Sacrament from a church body with which a relationship of full communion has been declared and established by the Churchwide Assembly of the Evangelical Lutheran Church in America the privilege of both voice and vote in the Synod Assembly during the period of that minister’s service in a congregation of this church.
- S7.28.** Duly elected voting members of the Synod Council who are not otherwise voting members of the Synod Assembly under †S7.21. shall be granted the privilege of both voice and vote as members of the Synod Assembly.
- †S7.31.** Proxy and absentee voting shall not be permitted in the transaction of any business of the Synod Assembly.
- S7.32.** *Robert’s Rules of Order*, latest edition, shall govern parliamentary procedure of the Synod Assembly, unless otherwise ordered by the assembly.
- S7.33.** “Ex officio” as used herein means membership with full rights of voice and vote unless otherwise expressly limited.
- S7.50. **Committees of the Synod Assembly****
- S7.51.** The Synod Assembly shall have a Reference and Counsel Committee, an Election Committee, a Credentials Committee, and a Nominating Committee. The description of these committees shall be in the bylaws. The Synod Assembly may authorize such other committees as it deems necessary.
- S7.51.01.** The Synod Council representative on the committees of the Synod Assembly shall serve a one-year term and may be reappointed.
- S7.51.10. **Reference and Counsel Committee****
- S7.51.11.** A Reference and Counsel Committee, elected by the Synod Council, shall receive, review, edit and present resolutions to the Synod Assembly. This committee shall be composed of seven members. The Synod Council shall elect one member from its own membership and one member from each conference.
- S7.51.12.** The six conference members of the Reference and Counsel Committee shall be elected for a three-year term and may not be elected to an additional consecutive term. Elections shall occur in such a way that the terms of one-third of the members shall expire each year.
- S7.51.20. **Election Committee****
- S7.51.21.** An Election Committee, appointed by the Executive Committee of the Synod Council, shall prepare and have charge of the ballots, supervise the elections, keep an accurate roster of voters, and announce results to the Synod Assembly. This committee shall be composed of no fewer than five members, with no more than two from any conference and no more than one from an individual congregation.
- S7.51.30. **Credentials Committee****

S7.51.31. A Credentials Committee, appointed by the Executive Committee of the Synod Council, shall act on applications and examine credentials of Synod Assembly voting and non-voting members. This committee shall be composed of no fewer than five members, with no more than two from any conference and no more than one from an individual congregation.

CHAPTER 8 OFFICERS

†S8.01. The officers of this synod shall be a bishop, a vice president, a secretary, and a treasurer.

S8.10. Bishop

†S8.11. The bishop shall be elected by the Synod Assembly. The bishop shall be a minister of Word and Sacrament of the Evangelical Lutheran Church in America.

†S8.12. As this synod's pastor, the bishop shall:

- a.** Preach, teach, and administer the sacraments in accord with the Confession of Faith of this church.
- b.** Have primary responsibility for the ministry of Word and Sacrament in this synod and its congregations, providing pastoral care and leadership for this synod, its congregations, its ministers of Word and Sacrament, and its ministers of Word and Service.
- c.** Exercise solely this church's power to ordain (or provide for the ordination by another synod bishop of) approved candidates who have received and accepted a properly issued, duly attested letter of call for the office of ministry of Word and Sacrament (and as provided in the bylaws of the Evangelical Lutheran Church in America).
- d.** Ordain (or provide for the ordination of) approved candidates who have received and accepted a properly issued, duly attested letter of call for service as ministers of Word and Service of this church.
- e.** Attest letters of call for persons called to serve congregations in the synod, letters of call for persons called by the Synod Council, and letters of call for persons on the rosters of this synod called by the Church Council.
- f.** Install (or provide for the installation of) rostered ministers whose calls the bishop has attested.
- g.** Exercise leadership in the mission of this church and in so doing:
 - 1)** Interpret and advocate the mission and theology of the whole church;
 - 2)** Lead in fostering support for and commitment to the mission of this church within this synod;
 - 3)** Coordinate the use of the resources available to this synod as it seeks to promote the health of this church's life and witness in the areas served by this synod;
 - 4)** Submit a report to each regular meeting of the Synod Assembly concerning the synod's life and work; and
 - 5)** Advise and counsel this synod's related institutions and organizations.

- h. Practice leadership in strengthening the unity of the Church and in so doing:
- 1) Exercise oversight of the preaching, teaching, and administration of the sacraments within this synod in accord with the Confession of Faith of this church;
 - 2) Be responsible for administering the constitutionally established processes for the resolution of controversies and for the discipline of rostered ministers and congregations of this synod;
 - 3) Be the chief ecumenical officer of this synod;
 - 4) Be a member of the Conference of Bishops and consult regularly with other synod bishops;
 - 5) Foster awareness of other churches throughout the Lutheran world communion and, where appropriate, engage in contact with leaders of those churches;
 - 6) Cultivate communion in faith and mission with appropriate Christian judicatory leaders functioning within the territory of this synod; and
 - 7) Be *ex officio* a member of the Churchwide Assembly.
- i. Oversee and administer the work of this synod and in so doing:
- 1) Serve as the president of the synod corporation and be the chief executive and administrative officer of this synod, who is authorized and empowered, in the name of this synod, to sign deeds or other instruments and to affix the seal of this synod;
 - 2) Preside at all meetings of the Synod Assembly and provide for the preparation of the agenda for the Synod Assembly, Synod Council, and the council's Executive Committee;
 - 3) Ensure that the constitution and bylaws of the synod and of the churchwide organization are duly observed within this synod, and that the actions of the synod in conformity therewith are carried into effect;
 - 4) Exercise supervision over the work of the other officers;
 - 5) Coordinate the work of all synod staff members;
 - 6) Appoint all committees for which provision is not otherwise made;
 - 7) Be a member of all committees and any other organizational units of the synod, except as otherwise provided in this constitution;
 - 8) Provide for preparation and maintenance of synod rosters containing the names and addresses of all rostered ministers of this synod and a record of the calls under which they are serving or the date on which their retired or disability status took effect;
 - 9) Annually bring to the attention of the Synod Council the names of all rostered ministers on leave from call or engaged in approved graduate study in conformity with the constitution, bylaws, and continuing resolutions of this church and pursuant to prior action of this synod through the Synod Council;
 - 10) Provide for prompt reporting to the secretary of this church of:

- (A) additions to and subtractions from the rosters of this synod;
- (B) the issuance of certificates of transfer for rostered ministers in good standing who have received and accepted a properly issued, duly attested, regular letter of call under the jurisdiction of another synod; and
- (C) the entrance of the names of such persons for whom proper certificates of transfer have been received;

- 11) Provide for preparation and maintenance of a roster of the congregations of this synod and the names of the laypersons who have been elected to represent them; and
- 12) Appoint a statistician of the synod, who shall secure the parochial reports of the congregations and make the reports available to the secretary of this church for collation, analysis, and distribution of the statistical summaries to this synod and the other synods of this church.

S8.12.A10. Bishop Authority and Responsibility

The bishop is authorized to take all actions and make all administrative decisions that are deemed necessary to attain organizational results consistent with law, governing documents, court orders, authorized council actions, and commonly accepted business and professional ethics. The bishop shall immediately notify the Synod Council if it is determined that an action was taken in violation of these requirements.

The bishop shall not act at any time in a manner that is unethical or imprudent, or that is inconsistent with the Synod's governing documents.

S8.12.B10. Bishop Expectations

In addition to the duties in the Synod constitution and by-laws, the bishop is expected to:

- a. Report to the Synod Council periodically on the progress and plans of the Synod and on programs, trends, or developments that may affect the Council's work or the work of the Synod.
- b. Provide updated financial information at each regularly scheduled Synod Council meeting.
- c. Operate the synod in a sound and prudent fiscal manner in accordance with generally accepted accounting principles, including maintenance of the synod's long-term financial strength.
- d. Ensure that expenditures are within the total annual projected income and other available funds.
- e. Invest funds or securities in a manner that maximizes a security and return and sufficient liquidity to make funds available as needed for program or administrative purposes.
- f. Regularly assess needed maintenance to synod facilities and procure property and required Insurance sufficient to protect the synod's interests.
- g. Ensure programmatic and fiscal integrity of the synod, and shall recommend an annual budget that is balanced, reasonably projects operating income and expenses, separates capital and operational items, and provides for positive cash flow.

†S8.13. The synod bishop may appoint an attorney, admitted to the bar within the territory of the synod or the state where the synod is located, to be Synod Attorney. The appointment must be approved by the Synod Council and reported to the Synod Assembly and to the secretary of this church. The appointment continues until resignation or until a successor is appointed. The Synod Attorney provides legal advice and counsel to the synod officers and the Synod Council. The Synod Attorney is expected to be familiar with the governing documents and policies of the synod and, as necessary, to attend meetings of the Synod Council. The Synod Attorney serves without salary but may be retained and compensated for specific legal services requested by the synod.

S8.14. The synod bishop may have such assistants as this synod shall from time to time authorize. The term of each assistant shall be co-terminus with that of the bishop.

†S8.15. The presiding bishop of this church, or the appointee of the presiding bishop, shall install into office, in accord with the policy and approved rite of this church, each newly elected synod bishop.

†S8.16. Conflicts of Interest

†S8.16.01. The following procedures shall govern matters of potential conflicts of interest for synod bishops:

- a.** Whenever a synod bishop determines that a matter of the kind described in †S8.16.01.b may require his or her determination or action with respect to a related individual as defined in †S8.16.01.c., the synod bishop shall withdraw from personal involvement in such matter and shall so notify the presiding bishop. The presiding bishop shall then appoint another synod bishop from the same region to handle the matter to conclusion. In dealing with such matter, the appointed bishop shall exercise all of the functions and authority to the same extent as if the appointed bishop were the elected bishop of the withdrawing bishop's synod.
- b.** Matters include any proceedings under Chapter 20, proceedings under provision 7.46. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* (†S14.13.), candidacy, reinstatement, and similar matters where determinations or actions by the synod bishop could change, limit, restrict, approve, authorize, or deny the related individual's ministry on one of the official rosters of this church.
- c.** A related individual is one who, with respect to the synod bishop, is a spouse, parent, son, daughter, sibling, uncle, aunt, niece, nephew, grandparent, grandchild, including corresponding members of blended families and in-laws (parent, son, daughter, or sibling of a spouse, spouse of a sibling, or the parent or sibling of the spouse of a sibling).

S8.16.B10. Conflict of Interest for the Bishop and Staff

The bishop shall ensure that synod staff personnel policies require avoidance and disclosure of conflicts of interest. The bishop shall inform the Synod Council, and synod staff shall inform the bishop, annually or as they occur, of all actual or potential conflicts of interests. This disclosure shall include membership on, a substantial financial or other interest in, or employment of, the bishop/staff member or a relative of the bishop/staff member by any organization doing business with the synod.

The bishop and synod staff shall not accept any gifts or favors of a substantial nature from any organization doing business or seeking business with the synod.

S8.20. Vice President

†S8.21. The vice president shall be elected by the Synod Assembly. The vice president shall be a layperson. The vice president shall be a voting member of a congregation of this synod. The vice president shall not receive a salary for the performance of the duties of the office.

S8.22. The vice president shall chair the Synod Council.

S8.12.B10. The vice president shall notify Synod Council members when they have missed two consecutive meetings and explain that missing the next meeting may result in their removal.

†S8.23. In the event of the death, resignation, or disability of the bishop, the vice president, after consultation with the presiding bishop of the Evangelical Lutheran Church in America, shall convene the Synod Council to arrange for the conduct of the duties of the bishop until a new bishop shall be elected or, in the case of temporary disability, until the bishop resumes full performance of the duties of the office.

S8.30. Secretary

†S8.31. The secretary shall be elected by the Synod Assembly. The secretary shall be a voting member of a congregation of this synod. The secretary may be either a layperson or a rostered minister.

†S8.32. The secretary shall:

- a. Keep the minutes of all meetings of the Synod Assembly and Synod Council, be responsible for the printing and distribution of such minutes, and perform such other duties as this synod may from time to time direct.
- b. Be authorized and empowered, in the name of this synod, to attest all instruments which require the same, and which are signed and sealed by the bishop.
- c. In consultation with the bishop, classify and arrange all important papers and documents and deposit them in the archives of this synod.
- d. Submit to the secretary of this church at least nine months before each regular Churchwide Assembly a certified list of the voting members elected by the Synod Assembly.

S8.33. The secretary shall verify with the treasurer annually that a fidelity bond for persons handling synod funds is in place and secured, as required in S8.42.f).

S8.40. Treasurer

†S8.41. The treasurer may be elected by the Synod Assembly or may be appointed by the Synod Council. The treasurer shall be a voting member of a congregation of this synod. The treasurer may be either a layperson or a rostered minister.

S8.42. The treasurer shall provide and be accountable for:

- a. Management of the monies and accounts of this synod, its deeds, mortgages, contracts, evidences of claims and revenues, and trust funds, holding the same at all times subject to the order of this synod.
- b. Investment of funds upon the authorization of the Synod Council.

- c. Receipt and acknowledgment of offerings, contributions, and bequests made to this synod, collecting interest and income from its invested funds, and paying regular appropriations and orders on the several accounts as approved and directed by the Synod Council. The treasurer shall transmit each month to the treasurer of the Evangelical Lutheran Church in America the funds received by this synod for the general work of this church.
- d. Maintenance of a regular account with each congregation of this synod and informing the congregation, at least quarterly, of the status of this account.
- e. Rendering at each regular meeting of the Synod Assembly a full, detailed, and duly audited report of receipts and disbursements in the several accounts of this synod for the preceding fiscal year, together with the tabulation, for record and publication in the minutes, of the contributions from the congregations.
- f. Obtaining a fidelity bond in the amount determined by the Synod Council for persons handling synod funds, which bond shall be in the custody of the secretary. The premium for the bond shall be paid by this synod. Fidelity coverage provided by the Evangelical Lutheran Church in America shall be deemed a fulfillment of this requirement.

S8.50. General Provisions

†S8.51. The terms of office of the officers of this synod shall be as follows:

- a. The bishop of this synod shall be elected to a term of six years and may be re-elected.
- b. The vice president and secretary of this synod shall be elected to a term of four years and may be re-elected. The officer shall serve until his or her successor takes office.
- c. The treasurer of this synod shall be appointed to a four-year term and may be re-appointed. The treasurer shall serve until his or her successor takes office.

S8.51.01. The vice president, secretary, and treasurer may be elected for a maximum of two consecutive terms for each office they hold. Individuals who have served in one office may be elected to another office. The bishop may be elected for a maximum of two consecutive terms.

S8.51.02. All officers shall serve until their successors assume office.

S8.52. The term of the bishop shall begin on the first day of the third month following election. The terms of the other officers and members of committees elected by the Synod Assembly shall begin immediately following the adjournment of the assembly at which they were elected. The terms of officers shall, in special circumstances, begin at a time designated by the Synod Council.

†S8.53. Each officer shall be a voting member in a congregation of this synod, except that the bishop need not be a member of a congregation of this synod at the time of election.

†S8.54. Should the bishop die, resign, or be unable to serve, the vice president, after consultation with the presiding bishop of the Evangelical Lutheran Church in America, shall convene the Synod Council to arrange for the appropriate care of the responsibilities of the bishop until an election of a new bishop can be held or, in the case of temporary disability, until the bishop is able to serve again. Such arrangements may include the appointment by the Synod Council of an interim bishop, who during the vacancy or period of disability shall possess all of the powers and authority of a regularly elected bishop. The term of the successor bishop, elected by the next Synod Assembly or a special meeting of the Synod Assembly called for the purpose of election, shall be six years with

the subsequent election to take place at the Synod Assembly closest to the expiration of such a term and with the starting date of a successor term to be governed by constitutional provision S8.52.

S8.55. Should the vice president, secretary, or treasurer die, resign, or be unable to serve, the bishop, with the approval of the Executive Committee of the Synod Council, shall arrange for the appropriate care of the responsibilities of the officer until an election of a new officer can be held or, in the case of temporary disability, until the officer is able to serve again. The term of the successor officer, elected by the next Synod Assembly, shall be four years. If the treasurer is appointed by the Synod Council, the Synod Council shall appoint a new treasurer to a four-year term.

†S8.56. The Executive Committee of the Synod Council shall determine whether an officer is unable to serve; the officer may appeal the decision of the Executive Committee by requesting a hearing before the Synod Council. A meeting to determine the ability of an officer to serve shall be called upon the request of at least three members of the Executive Committee and prior written notice of the meeting shall be given to the officer in question at least 10 calendar days prior to the meeting.

†S8.57. The recall or dismissal of an officer and the vacating of office may be effected for willful disregard or violation of the constitutions, bylaws, and continuing resolutions of this church; for such physical or mental disability as renders the officer incapable of performing the duties of office; or for such conduct as would subject the officer to disciplinary action as a rostered minister or as a member of a congregation of this church.

a. Proceedings for the recall or dismissal of a synod bishop shall be instituted by written petition by:

- 1) The Synod Council on an affirmative vote of at least two-thirds of its elected members present and voting;
- 2) The Synod Assembly on an affirmative vote of at least two-thirds of its members present and voting;
- 3) At least 10 synod bishops; or
- 4) The presiding bishop of this church.

b. Proceedings for the recall or dismissal of an officer of a synod other than the synod bishop shall be instituted by written petition by:

- 1) The Synod Council on an affirmative vote of at least two-thirds of its elected members present and voting;
- 2) The Synod Assembly on an affirmative vote of at least two-thirds of its members present and voting; or
- 3) The synod bishop.

c. The petition shall be filed with the chair of the Committee on Appeals (in care of the secretary of the Evangelical Lutheran Church in America, 8765 West Higgins Road, Chicago, Illinois 60631) and shall set forth the specific charge or charges.

d. Upon the filing of a written petition, the Executive Committee of the Synod Council may temporarily suspend the officer from service in the synod without prejudice, but with

continuation of compensation, including benefits, if the officer is a salaried employee of the synod.

- e. In the case of alleged physical or mental incapacity of an officer of the synod, the procedures outlined in †S8.56. shall be followed, and such officer shall comply with the decision of the Synod Council. If such officer fails or refuses to comply, the Synod Council may proceed to petition for recall or dismissal as follows:
 - 1) The Synod Council will submit a written report of their findings and the basis of their decision to the Committee on Appeals.
 - 2) The Committee on Appeals, other than those who are disqualified, shall review the findings and decision of the Synod Council and by an affirmative vote of at least two-thirds of those present and voting may adopt the findings and grant the petition.
- f. If the synod officer is a minister of Word and Sacrament, grounds for recall or dismissal include those set forth in ELCA bylaw 20.22.01. and as defined under the process described in ELCA constitutional provisions 20.21. and 20.22. as grounds for discipline. If the officer is a minister of Word and Service, grounds for recall or dismissal include those set forth in ELCA bylaw 20.23.01 and as defined under the process described in ELCA constitutional provisions 20.21 and 20.22. as grounds for discipline.
- g. If the officer is a layperson, grounds for recall or dismissal include those set forth in ELCA bylaw 20.41.01. as grounds for discipline.
- h. If the case of alleged willful disregard or violation of the constitutions, bylaws, and continuing resolutions or of alleged conduct as would subject the officer to disciplinary action, the following procedures shall apply:
 - 1) The petition shall be referred to the Committee on Appeals, which shall function as the discipline hearing committee that shall conduct a hearing in accordance with the rules provided for in ELCA bylaw 20.22.14. except to the extent that those rules are in conflict with the provisions of this bylaw; and
 - 2) The members of the Committee on Appeals, other than those who are disqualified, may grant the petition by an affirmative vote of at least two-thirds of those present and voting.
- i. Written notice of a decision by the Committee on Appeals that the charges have been sustained shall be given to the affected officer and to the Synod Council, and the office shall be vacated.

†S8.58. If the bishop is to be temporarily absent from the synod for an extended period, the bishop, with the consent of the Synod Council, may appoint as acting bishop for such period a minister of Word and Sacrament of this church. Except as limited by action of the Synod Council, an acting bishop shall possess all of the powers and authority of a regularly elected bishop other than authority to ordain or to authorize the ordination of properly approved candidates for ordination.

CHAPTER 9 NOMINATIONS AND ELECTIONS

†S9.01. The Synod Assembly shall elect such officers of this synod and such other persons as the constitution and bylaws may require, according to procedures set forth in the bylaws. The Synod Assembly shall elect members of the Churchwide Assembly in accordance with bylaw 12.41.11. of the constitution and bylaws of the Evangelical Lutheran Church in America.

†S9.02. In all elections by the Synod Assembly, other than for the bishop, a majority of the legal votes cast shall be necessary for election.

S9.03. **Nominating Committee**

S9.03.01. A Nominating Committee, elected by the Conference Assemblies, shall nominate candidates for each position for which an election will be held by the Synod Assembly and for which a nominating procedure has not otherwise been designated in the constitution and bylaws of this church and of this synod. This committee shall be composed of seven members, which shall include one member elected from each Conference Assembly and one member of the Synod Council elected by the Synod Council. The members shall be elected to one three-year term and may not be elected to an additional consecutive term. Elections shall occur in such a way that the terms of one-third of the members shall expire each year.

The bishop of this synod shall convene the first meeting of each Nominating Committee for the purpose of advising the committee of the number of elections needing nominees. Prior to each Synod Assembly, the Nominating Committee shall submit for inclusion in the preassembly report the names and accompanying biographies of nominees for positions to be filled at the Synod Assembly. If a vacancy on the Nominating Committee occurs between Synod Assemblies, the Synod Council shall appoint a member to the position until an election can be held.

Additional nominations may be made from the floor for all elections for which nominations are made by the Nominating Committee.

S9.04. **Election of a Bishop**

The bishop shall be elected by ballot by the Synod Assembly. If there is not an incumbent bishop eligible for re-election, each Conference Assembly shall nominate up to three persons for bishop. Those Conference Assemblies shall be held at least 60 days prior to the Synod Assembly. Each of the nominees shall be contacted by the synod vice president to determine willingness to be to be a candidate for bishop. All persons responding affirmatively shall submit background information using a uniform format to the synod office at least 45 days prior to the Synod Assembly. The background information shall be sent to all voting members at least 30 days prior to the Synod Assembly.

The first ballot shall be the candidates of the Conference Assemblies and the nominations from the floor of the Synod Assembly. Three-fourths of the legal votes cast shall be necessary for election on the first ballot.

When the incumbent bishop is eligible and available to serve a second term, the election by the Synod Assembly for the next term shall be by ecclesiastical ballot, without a conference nominating process. Three-fourths of the legal votes cast shall be necessary for election on the first ballot. If no one is elected, the first ballot shall be considered a nominating ballot.

The second ballot shall be limited to the seven persons (plus ties) who received the greatest number of legal votes on the first ballot, and three-fourths of the legal votes cast shall be necessary for election.

The third ballot shall be limited to five persons (plus ties) who receive the greatest number of legal votes on the second ballot, and two-thirds of the legal votes shall be necessary for election.

The fourth ballot shall be limited to three persons (plus ties) who receive the greatest number of legal votes on the third ballot, and 60 percent of the legal votes cast shall be necessary for election.

On subsequent ballots a majority of the legal votes cast shall be necessary for election. These ballots shall be limited to the two persons (plus ties) who receive the greatest number of legal votes on the previous ballot.

Seconding speeches or statements by the candidates may be permitted before any ballot, according to the rules adopted by the Synod Assembly.

In the event of the death or resignation of the bishop of the synod, the Synod Council shall appoint an interim bishop for the length of the vacancy. This person shall be precluded from candidacy for election as bishop of the synod at the next election. These ballots shall be limited to the two persons (plus ties) who receive the greatest number of legal votes on the previous ballot.

- S9.05.** The Nominating Committee shall nominate at least one person for vice president; additional nominations may be made from the floor.
- S9.06.** The Nominating Committee shall nominate at least one person for secretary; additional nominations may be made from the floor.
- S9.07.** If the treasurer is elected, the Synod Council shall nominate at least one person for treasurer; additional nominations may be made from the floor.
- S9.08.** In all elections, including the officers other than the bishop, the names of the persons receiving the highest number of legal votes, but not elected by a majority of the legal votes cast on a preceding ballot, shall be entered on the next ballot. For each vacancy unfilled, the second ballot shall be one-half of the number of persons on the first ballot.
- S9.09.** The result of each ballot in every election shall be announced in detail to the assembly.
- †S9.10.** When notified by the secretary of this church, on behalf of the Nominating Committee of the Churchwide Assembly, the Synod Assembly shall nominate two persons in the specified categories for possible election by the Churchwide Assembly to the Church Council.
- †S9.12.** Background checks and screening shall be required and completed for persons nominated as synod officers prior to their election, if possible, or as soon as practical after their election. The specific procedures and timing of background checks and screening shall be determined by the Synod Council.
- S9.12.A10.** The Synod Council Executive Committee shall provide for background checks for persons nominated for synod office prior to the Synod Assembly at which the election will take place or as soon as possible after the Synod Assembly for newly elected officers nominated from the floor who were not identified as nominees prior to the assembly. The process shall be as follows:
- a. Prior to the Synod Assembly appropriate notice of the background check requirement and protocol will be provided to voting members, potential nominees, and others as directed by the Synod Council.
 - b. Nominees and newly elected officers are required to provide written consent to a background check and all information necessary to complete a background check, which should be completed prior to the Synod Assembly with respect to nominees and prior to installation for newly elected officers, if possible.
 - c. The Synod Council's Executive Committee shall designate one Executive Committee or Synod Council member to obtain the background checks.

- d. All background checks for nominees and newly elected officers will entail a criminal background check. A financial background check will be completed for nominees for treasurer. The Executive Committee shall decide whether additional types of background checks are appropriate for each officer position.
- e. The background check results shall be provided to that nominee or elected officer and to the Synod Council's Executive Committee. Further disclosure of the results may be determined by the Executive Committee.
- f. The Executive Committee may adopt other procedures or protocols as are necessary to provide for background checks for nominees and newly elected synod officers and shall report such actions to the Synod Council.

S9.14. Candidates for election by the Synod Council to the boards of agencies and institutions affiliated with this synod shall be nominated by the Nominating Committee or by the agency or institution.

S9.16. The Nominating Committee shall nominate persons for election by the Synod Assembly to serve as the youth member of the Synod Council. A youth shall be someone who is 14-17 years of age or entering 10-12 grade at the time of his/her election.

S9.18. The Nominating Committee shall nominate persons for election by the Synod Assembly to serve as a young adult member of the Synod Council. A young adult shall be someone who is between the ages of 18 and 30 at the time of election or appointment for service.

S9.20.01. Election of Churchwide Assembly Voting Members

Each conference shall nominate one (1) rostered minister and one (1) layperson as candidates for election by the Synod Assembly to serve as voting members of the Churchwide Assembly. Conferences shall consider the requirements of S6.04, S6.04.01 and S6.04.02 as nominations are accepted. The remaining voting members shall be nominated by the Nominating Committee and elected by the Synod Assembly. The Nominating Committee shall present a slate that ensures the requirements of S6.04, S6.04.01 and S6.04.02 are met.

S9.20.02. The vice president shall serve as one of the voting members of the Churchwide Assembly from this synod, if available to serve.

S9.20.03. Guidelines for the election of Churchwide Assembly voting members shall be established by the Synod Council to provide for the rotation of representation from synod congregations.

S9.20.04. Only one voting member may be elected from any synod congregation, with the exception of the congregations where the bishop and the vice president are members.

S9.20.05. If an individual elected as a voting member of the Churchwide Assembly becomes unable to serve, the process for designating a replacement to fill the vacancy shall be as follows, subject to the requirements of S6.04, S6.04.01 and S6.04.02:

- a. The individual who received the second-highest number of votes at the Conference Assembly at which candidates were originally nominated shall be nominated as a candidate for election by the Synod Assembly. If that individual is unable to serve, other conference-nominated individuals will be considered for nomination, one by one, in descending order of votes received. If no individual originally nominated is able to serve, the Executive Committee of the Synod Council shall nominate a replacement for election by the Synod Assembly.
- b. If the vacancy occurs after the Synod Assembly in the year of the Churchwide Assembly, the Executive Committee of the Synod Council shall appoint a replacement.

- c. If the vacancy occurs within 30 days of the Churchwide Assembly, the bishop shall appoint a replacement.

CHAPTER 10 SYNOD COUNCIL

- †S10.01.** The Synod Council, consisting of the four officers of the synod, 10 to 24 other members, and at least one youth and at least one young adult, shall be elected by the Synod Assembly.
- a. Each person elected to the Synod Council shall be a voting member of a congregation of this synod, with the exception of ministers on a roster of this synod who reside outside the territory of this synod. The process for election and the term of office when not otherwise provided shall be specified in the bylaws. A member of the Church Council of the Evangelical Lutheran Church in America, unless otherwise elected as a voting member of the Synod Council, may serve as an advisory member of the Synod Council with voice but not vote.
 - b. The term of office of members of the Synod Council, with the exception of the officers and the youth member, shall be three years.

- S10.01.01.** The Synod Council shall include three lay persons and three rostered ministers persons elected from the conferences, four officers, one youth, one dean elected by the deans, one young adult who may be either rostered or lay, and four members at large (one Minister of Word and Sacrament, one Minister of Word and Service, and two lay persons) elected by the Synod Assembly.

The Nominating Committee shall select candidates for election to the Synod Council to maintain an appropriate balance of laypersons and rostered ministers.

S10.01.A10. Synod Council Member Responsibilities

Synod Council members should demonstrate that they are servants by their words, lifestyle, and manner of leadership and recognize their accountability to the Triune God, to the whole church, to each other, and to the organization of this church in which they have been asked to serve. To meet these responsibilities, it is expected that Synod Council members shall:

- a. Prayerfully seek God's will for the Saint Paul Area Synod and Evangelical Lutheran Church in America.
- b. Attend Council meetings regularly. Unless excused, the Synod Council may determine that a Synod Council member who misses three consecutive meetings means that the council member is no longer able to serve and may remove the member from the Synod Council.
- c. Prepare for and participate in council and other meetings and be familiar with governing documents, meeting materials and other needed information.
- d. Show respect for others and their opinions and avoid public attribution of comments by individual council members made during Council activities.
- e. Exercise their fiduciary responsibilities through appropriate efforts to review financial records, asset control, budgetary factors, fiscal risk, and other factors that may affect the stability and success of the synod.
- f. Limit their actions to governance and not assume any part of the management or administration of the synod.

S10.01.B10. Council Action

The Synod Council shall exercise its governing authority as a whole. No individual Synod Council member may exercise authority on behalf of the Synod Council except as provided in the synod's governing documents.

S10.01.C10. Conflict of Interest

In order to develop an unbiased view and reach objective decisions, Synod Council members must avoid or identify all conflicts of interest.

- a. Synod Council members shall disclose to the Executive Committee any actual or potential conflicts of interest, including board membership on, a substantial financial interest in, or employment of the Council member or a relative of the Synod Council member by any organization, other than a synod congregation that employs the Synod Council member, doing business with the synod.
- b. Synod Council members shall not accept any gifts or favors of a substantial nature from any organization doing or seeking business with the synod, other than a synod congregation that employs the Synod Council member.
- c. Synod Council members shall not enter into activities or share information acquired in the course of synod service which may be detrimental to the synod, or disclose confidential information received in the course of synod service.
- d. The Executive Committee shall determine whether an unacceptable conflict of interest exists and arrange with the member to be recused from Synod Council consideration of the matter or take other appropriate action.

S10.01.02. Representatives to the Synod Council shall be elected by the Synod Assembly to a three-year term, with one consecutive re-election allowed. No elected member shall serve more than six consecutive years. The term of the person elected to the youth position shall be two years.

S10.01.03. Three of the Synod Council members elected at large shall be nominated by the Nominating Committee and elected by the Synod Assembly to three-year terms. They shall be eligible for one consecutive re-election. The fourth Synod Council member at large shall be a dean elected by the deans to a one-year term and may be re-elected. No elected member shall serve more than six consecutive years.

S10.01.04. Should a member elected at large to the Synod Council die, resign, or be unable to serve, the Synod Council shall appoint a replacement until the next Synod Assembly at which time a person shall be elected to complete the term.,

S10.01.05. Should a Synod Council member elected from a conference die, resign, or be unable to serve, the Synod Council shall appoint a replacement from the conference until the next Conference Assembly at which time a person shall be elected to complete the term.

S10.01.06. The term of each member of the Synod Council shall begin immediately after the adjournment of the Synod Assembly in the year of the election.

S10.01.07. Advisory members to the Synod Council shall be seated with voice, but not vote. Those members shall include:

- a. Chairpersons of duly approved synod auxiliaries;
- b. Synod assistants to the bishop;

- c. Five members of the Council of Deans;
- d. Voting member of the ELCA Church Council from the Saint Paul Area Synod or, if there is no member from the Saint Paul Area Synod, the Minneapolis Area Synod.
- e. Synod Attorney

†S10.02. The Synod Council shall be the board of directors of this synod and shall serve as its interim legislative authority between meetings of the Synod Assembly. It may make decisions that are not in conflict with actions taken by the Synod Assembly or that are not precluded by provisions of this constitution or the constitution and bylaws of the Evangelical Lutheran Church in America.

S10.02.A.10. The Synod Council shall meet at least five times annually. Special meetings may be called by any three members of the Synod Council, or by the bishop of the synod. A majority of the members of the Synod Council shall constitute a quorum-

S10.03. The functions of the Synod Council shall be to:

- a. exercise trusteeship responsibilities on behalf of this synod;
- b. recommend program goals and budgets to the regular meetings of the Synod Assembly;
- c. carry out the resolutions of the Synod Assembly;
- d. provide for an annual review of the roster of ministers of Word and Sacrament and the roster of ministers of Word and Service, receive and act upon appropriate recommendations regarding those persons whose status is subject to reconsideration and action under the constitution and bylaws of the Evangelical Lutheran Church in America, and make a report to the Synod Assembly of the Synod Council's actions in this regard;
- e. issue letters of call to rostered ministers as authorized by Chapter 7 of the constitution and bylaws of the Evangelical Lutheran Church in America;
- f. fill vacancies until the next regular meeting of the Synod Assembly except as may otherwise be provided in the constitution or bylaws of this synod, and determine the fact of the incapacity of an officer of this synod;
- g. report its actions to the regular meeting of the Synod Assembly;
- h. perform such other functions as are set forth in the bylaws of this synod, or as may be delegated to it by the Synod Assembly;
- i. appoint members to the boards of partners in ministry in accordance with the partner ministries' governing documents.

S10.03.A10. Synod Council Meetings

Synod Council meetings shall be open, except as otherwise provided. The Synod Council shall keep and retain a record of discussion and actions taken. The Synod Council may meet in executive session to consider personnel, disciplinary, or other confidential matters, and report only the actions taken.

The Synod Council may use a consent agenda to approve:

- a. financial depositories of corporation funds and securities;
- b. approval of roster matters;
- c. on leave status for rostered leaders;
- d. congregation constitution approvals;
- e. routine items of business.

S10.04. Any proposal to appropriate funds, whether by amendment to the budget or otherwise, which is presented to a meeting of the Synod Assembly without the approval of the Synod Council, shall require a sixty percent vote for adoption.

S10.04.A10. Donations

The synod shall not accept donations in cash or in-kind where there is a difference between the applicable donor intent and that of the synod.

S10.05. No elected member of the Synod Council shall receive compensation for such service.

S10.06. If a member of the Synod Council ceases to meet the requirements of the position to which she or he was elected, the office filled by such member shall at once become vacant.

S10.07. The composition of the Synod Council, the number of its members, and the manner of their selection, as well as the organization of the Synod Council, its additional duties and responsibilities, and the number of meetings to be held each year shall be as set forth in the bylaws.

S10.07.01. To the extent permitted by state law, meetings of the Synod Council and its committees may be held electronically or by telephone conference, and notice of all meetings may be provided electronically.

CHAPTER 11 COMMITTEES AND OTHER ORGANIZATIONAL UNITS

†S11.01. There shall be an Executive Committee, a Consultation Committee, a Committee on Discipline, a Mutual Ministry Committee, an Audit Committee, and such other committees as this synod may from time to time determine. The duties and functions of such committees, or any other organizational units created by this synod, and the composition and organizational structure of such units, shall be as set forth in this constitution or in the bylaws or continuing resolutions, and shall be subject to any applicable provisions or requirements of the constitution and bylaws of the Evangelical Lutheran Church in America.

S11.01.01. The Synod Council shall organize committees and task forces to accomplish specific work that shall be defined by the entity to which the committee or task force directly reports.

S11.01.02. Should a synod committee member elected by the Synod Assembly die, resign or be unable to serve, the Synod Council shall appoint a replacement until the next Synod Assembly at which time a person shall be elected to complete the term.

S11.01.03. Should a synod committee member elected by a conference die, resign or be unable to serve, the Synod Council shall appoint a replacement until the next Conference Assembly at which time a person shall be elected to complete the term.

S11.01.04. Should a synod committee member elected by the Synod Council die, resign or be unable to serve,

the Synod Council shall appoint a replacement to complete the term.

- S11.01.05.** An individual appointed or elected to complete a term who serves more than 50 percent of the term shall be considered to have served one full term for purposes of term limits.
- S11.01.06.** When establishing a committee, the Synod Council shall clearly state the scope of the committee's charge and the term of its existence. The committee's charge shall not include responsibilities that have been delegated to the bishop or staff. A committee shall have no authority to take action binding the synod unless specifically delegated by the Synod Council.
- †S11.02.** The Consultation Committee of this synod shall consist of at least six persons and not more than 12 persons, of whom half shall be ministers of Word and Sacrament and half shall be laypersons, who shall each be elected by the Synod Assembly for a term of six years without consecutive re-election. The functions of the Consultation Committee are set forth in Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* and in Chapter 17 of this constitution. The size of the Consultation Committee, in accord with this provision, shall be defined in this synod's bylaws.
- S11.02.01.** The Consultation Committee of this synod shall consist of twelve persons, whose terms shall be as follows.
- a. The terms of committee members shall be staggered so that the terms of four committee members (two clergy and two lay) expire every two years.
 - b. The Synod Council shall fill vacancies on the Consultation Committee for any unexpired term.
- †S11.03.** The Committee on Discipline of this synod shall consist of 12 persons, of whom six shall be ministers of Word and Sacrament and six shall be laypersons, who shall each be elected by the Synod Assembly for a term of six years without consecutive re-election.
- a. The functions of the Committee on Discipline of this synod are set forth in Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
 - b. The Synod Council shall fill vacancies on the Committee on Discipline for any unexpired term.
- †S11.04.** The Mutual Ministry Committee shall be appointed by the Executive Committee of the Synod Council to provide support and counsel to the bishop.
- †S11.05.** The Audit Committee of this synod shall consist of three to six persons, none of whom is a member of the synod staff.
- S11.10. General Provisions**
- S11.10.01.** This synod shall in its bylaws or by continuing resolution establish a process to ensure that the members of its committees and other organizational units will be persons possessing the necessary knowledge and competence to be effective members of such units, and to meet the requirements of †S6.04. With the exception of ministers on the rosters of this synod who reside outside the territory of this synod, each member of a committee of this synod, or any other organizational unit created by this synod, shall be a voting member of a congregation of this synod.
- S11.10.02.** A member's place on any committee or task force shall be declared vacant if the member ceases

to be a member of a congregation in the Saint Paul Area Synod or is absent from three successive regular meetings without prior excuse.

S11.10.03. Disputes between members of a committee or task force shall be resolved in consultation with the bishop and/or the Executive Committee of the Synod Council.

S11.20. Synod Council Committees

S11.20.01. The Synod Council shall establish committees as necessary to carry out the responsibilities assigned to it.

S11.20.10. Executive Committee

S11.20.11. The Synod Council shall have an Executive Committee consisting of the four synod officers and three members of the Synod Council elected annually by the Synod Council.

S11.20.12. The Executive Committee shall:

- a. Appoint a special Consultation Committee, in consultation with the bishop, to investigate and make recommendations regarding a dispute within this synod, as described in S17.03.
- b. Appoint members to the Mutual Ministry Committee in consultation with the bishop and the assistants to the bishop.
- c. Perform such other functions as are set forth in the bylaws of this synod, or as may be delegated to it by the Synod Council
- d. Be responsible for personnel policies and procedures.

S11.20.13. The Executive Committee is delegated to take action on behalf of the Synod Council on the following matters:

- a. Urgent legal or financial matters.
- b. Urgent personnel issues regarding the bishop.
- c. Roster management decisions not constitutionally assigned to the Synod Council.
- d. Approval of synod personnel policies.
- e. Determination of the bishop's salary.
- f. Resolution of conflicts of interest of the bishop or Synod Council members;
- g. Discussion and review of corrective actions with individual Synod Council members if it appears that they are in violation of their responsibilities. When resolution cannot be obtained with an individual member, the Executive Committee shall review the matter with the Synod Council and make recommendations for corrective actions by the Synod Council.
- h. Other matters as assigned by the Synod Council.

Actions of the Executive Committee shall be reported at the next meeting of the Synod Council.

S11.20.20. Finance Committee

S11.20.21. There shall be a Finance Committee chaired by the treasurer. The Synod Council shall appoint all additional members. The purpose of the committee shall be to assist with the oversight of the synod's financial interests, including, but not limited to, budget development, audit review, consultation to staff, and general oversight of synod endowment funds. The Finance Committee is advisory only, but may make recommendations for action to the Synod Council.

S11.20.30. Constitution Review Committee

S11.20.31. There shall be a Constitution Review Committee. The function of this committee shall be to assist with the creation and revision of congregational and synod constitutions and other governing documents, ensuring their compliance with churchwide models. Members of this committee shall be the bishop or a synod staff member designated by the bishop, and three to seven members appointed by the Executive Committee of the Synod Council at the recommendation of the bishop to one-year renewable terms. The Synod Council grants this committee the authority to review constitutions and recommend them for approval by the Office of the Bishop. Approval of constitutions by the Office of the Bishop will be reported to the Synod Council.

S11.20.40. Candidacy Committee

S11.20.41. There shall be a Candidacy Committee which shall have the function of recommending for certification candidates for rostered ministry. The committee shall function according to candidacy policies and guidelines established by the Evangelical Lutheran Church in America.

S11.20.42. This committee shall consist of eighteen voting members: sixteen appointed by the Synod Council; one seminary representative appointed by a seminary; and the bishop or the bishop's representative. The Candidacy Committee shall reflect as much as possible a balance of gender, age and synod-wide representation.

S11.20.43. The term of office shall be four years, and members shall be eligible to serve two consecutive terms. Election shall occur in such a way that the terms of one-fourth of the members shall expire each year.

S11.20.44. The committee shall have a chairperson elected by the Candidacy Committee to a two-year term, eligible for re-election. The committee shall elect a secretary from among its members who may serve more than one term.

S11.20.50. Iringa Committee

S11.20.51. There shall be an Iringa Committee, which shall have the function of providing oversight and coordination of the synod's Bega Kwa Bega partnership with the Iringa Diocese in Tanzania in collaboration and consultation with the bishop and the director of Bega Kwa Bega.

S11.20.52. Definitions

Clusters: Groupings of congregations involved in Bega Kwa Bega partnerships, aligned with synod conferences, for the purposes of networking and administration.

Cluster Coordinators: Volunteers who assist in disseminating information to congregations and who gather congregational representatives twice yearly for informational meetings.

Cluster Representatives: Individuals selected by congregational clusters and appointed by the Synod Council as voting members of the Iringa Committee.

Affiliate Partners: Independent organizations that engage in specific development work within the Iringa Diocese; have agreed to work within the BKB Mission, Vision and Values statement; and make a financial commitment toward the support of BKB infrastructure. These organizations include, but are not limited to, Day of Grace, Iringa Hope, Million Trees, Radio Furaha, Shoulder to Shoulder, and St. Paul Partners.

S11.20.53. The committee shall be appointed by the Synod Council and shall have officers, which shall include a chair appointed by the bishop to a one-year term and eligible for re-appointment. The committee shall appoint a secretary from among its members who is also eligible for re-appointment.

S11.20.54. Congregations involved in Bega Kwa Bega shall be organized into six clusters aligned with synod conferences; an additional cluster is composed of congregations outside of SPAS involved in Bega Kwa Bega.

Each of the six Saint Paul Area Synod clusters may nominate one representative for appointment by the Synod Council. The Executive Committee of the Iringa Committee (See **S11.20.59.**) will work in consultation with the bishop to nominate at-large members to meet specific criteria. The extra-synod cluster will have one advisory representative on the Iringa Committee, with voice, but not vote.

In seeking to identify members of the Iringa Committee, attention will be given to arenas of expertise and participation in the Bega Kwa Bega program. In order to sustain the program over time, efforts will be undertaken regularly to identify new members for the committee.

S11.20.55. The committee shall be composed of thirteen voting members:

- a. the bishop or bishop's designee;
- b. the director of Bega Kwa Bega;
- c. chair of the Iringa Committee, appointed by the bishop;
- d. the six SPAS cluster representatives, each appointed to a three-year term, with eligibility for two additional consecutive terms;
- e. four at-large members, each appointed to a three-year term, with eligibility for two additional consecutive terms.

Additional nonvoting advisory members shall include, but are not limited to, the synod financial administrator, seven cluster coordinators, and a representative of affiliate partners.

S.11.20.56. If a cluster is unable to identify a representative to serve on the Iringa Committee, the Synod Council may appoint another voting representative who may or may not be part of the cluster. Cluster coordinators are eligible to serve as cluster representatives and voting members.

S11.20.57. Specific responsibilities of the Iringa Committee are defined in the Iringa Committee Charter, which is reviewed and approved by the Synod Council every three years.

S11.20.58. The Iringa Committee shall meet at least five times annually. Additional meetings of the committee may be called by the bishop, the chair, or three members of the committee.

S11.20.59. There shall be an Executive Committee, which shall be appointed by the Iringa Committee annually and shall include the Iringa Committee chair, the director of Bega Kwa Bega, the

secretary, and two at-large members. The Executive Committee shall provide oversight and coordination of the partnership between meetings of the full committee.

S11.20.60. Guatemala Committee

S11.20.61. There shall be a Guatemala Committee, which shall have the function of providing oversight and coordination of the synod’s companion synod relationships with the Iglesia Luterana Agustina Guatemala (ILAG) in collaboration and consultation with the bishop.

S11.20.62. Definitions

Bishop. The person who holds the office of bishop as defined by S8.11.

Guatemala Friends: All congregations and individuals involved in ILAG partnerships for the purposes of networking and administration.

Congregational Coordinators: Volunteers who assist in disseminating information to their respective congregations and who gather congregational representatives for informational meetings.

Voting Members: Individuals who are members of the Guatemala Committee entitled to voice and vote.

Non-voting Members. Individuals who are members of the Guatemala Committee entitled to voice but no vote.

Affiliate Partners: Independent organizations that engage in specific development work within ILAG; have agreed to work within the Guatemala Committee Mission, Vision, and Values statement; and make a financial commitment toward the support of the Guatemala Committee/ILAG infrastructure.

S11.20.63. In consultation with the bishop, Guatemala Committee voting members shall be appointed for a three-year term by the Synod Council from among those members of Saint Paul Area Synod Guatemala Friends Congregations who have been nominated to that office by the Guatemala Friends Congregation Coordinators or who have special expertise or experience that would be beneficial to the committee. Extra-synod Guatemala Friends Coordinators may nominate and the bishop will appoint persons to serve as Guatemala Committee non-voting members. In seeking to identify voting and non-voting members of the Guatemala Committee, attention will be given to needed arenas of expertise and participation in the ILAG program. In order to sustain the program over time, efforts will be undertaken regularly to identify new members for the committee.

S11.20.64. The Guatemala Committee shall have officers, which shall include a chair, vice chair, and secretary. The chair shall be appointed by the bishop to a one-year term and eligible for re-appointment. The committee shall appoint a vice chair and secretary from among its members or from any of the Guatemala Friends. The vice chair and secretary shall serve a one-year term and are eligible for re-appointment. The committee may also appoint other officers or work groups as it deems necessary or useful to its mission.

S11.20.65. The Guatemala Committee shall be comprised of not less than six or more than nine voting members, including:

- a. the bishop or bishop’s designee;
- b. the chair of the committee, appointed by the bishop;

- c. not less than four or more than seven at-large voting members, each appointed to a three-year term, with eligibility for one additional consecutive term.

Additional non-voting advisory members shall include, but are not limited to, the synod financial administrator, up to three at-large non-voting members, affiliate partners and such persons as the bishop shall designate. When not voting members, the vice chair and secretary shall be non-voting advisory members. Appointments shall occur in such a way that the terms of one-third of the members shall expire each year.

S.11.20.66. In the event of a vacancy or if there are insufficient voting members to serve on the Guatemala Committee, the bishop shall recommend to the Synod Council individuals for appointment to the committee. Those individuals shall serve the remainder of the unexpired term.

S11.20.67. Specific responsibilities of the Guatemala Committee, Guatemala Friends, and the ongoing status of the companion synod relationship are defined in the Guatemala Committee Charter, which is reviewed and approved by the Synod Council every three years.

S11.20.68. The Guatemala Friends shall meet (or sponsor another type of event) at least four times annually, and the Guatemala Committee shall meet at least four times annually. Additional meetings of the committee may be called by the bishop, the chair, or three members of the committee.

S11.20.69. There shall be an Executive Committee of the Guatemala Committee, comprised of the chair, vice chair, secretary, and the bishop or bishop’s designee. The Executive Committee shall provide oversight and coordination of the partnership between meetings of the full committee.

S11.30. Task Forces

S11.31. A task force is a temporary unit of the synod that is assigned responsibility for an identified portion of the work of this synod. Such assignment may be made by the Synod Council, which shall define the charge, membership composition, term length, and appoint members. A task force is subject to annual review by the Synod Council.

CHAPTER 12 CONFERENCES, CLUSTERS, COALITIONS, AREA SUBDIVISIONS AND NETWORKS

†S12.01. This synod may establish conferences, clusters, coalitions, area subdivisions, and networks as appropriate within its territory and in collaboration with other synods and entities as specified in the bylaws and continuing resolutions. The purpose of such groupings shall be to foster interdependent relationships for missional purposes among congregations, synods, the churchwide organization, and other affiliates.

S12.01.01. A conference is a geographically defined grouping of congregations which function together to foster interdependent relationships among the congregations and with the synod in support of the church in that geographic area.

S12.01.02. The congregations of this synod shall be assigned to conferences as follows:

a. East Central Conference

CONGREGATION	CITY
Memorial	Afton
Bethlehem	Bayport
Christ	Lake Elmo
St. Andrew’s	Mahtomedi
Beaver Lake	Maplewood

Cross	Maplewood
Gethsemane	Maplewood
Lakeview	Maplewood
Christ	Marine on St. Croix
St. Mark Evangelical	North St. Paul
Holy Cross	Oakdale
House of Prayer	Oakdale
Our Savior	Stillwater
St. Paul	Stillwater
Trinity	Stillwater
Christ the Servant	Vadnais Heights
Christ the King	White Bear Lake
Redeemer	White Bear Lake
St. Stephen the Martyr	White Bear Lake

b. North Central Conference

CONGREGATION	CITY
Our Savior	Circle Pines
St. Mark	Circle Pines
Living Waters	Lino Lakes
Abiding Savior	Mounds View
Cross of Glory	Mounds View
Atonement	New Brighton
Christ the King	New Brighton
Incarnation	North Oaks
Galilee	Roseville
Church of the Resurrection	Roseville
Prince of Peace	Roseville
Roseville	Roseville
St. Michael's	Roseville
Shepherd of the Hills	Shoreview

c. North Conference

CONGREGATION	CITY
Immanuel	Almelund
Chisago Lake	Center City
Zion	Chisago City
Faith	Forest Lake
Hosanna	Forest Lake
First	Harris
Fish Lake	Harris
Trinity	Lindstrom
Spring Lake	North Branch
Trinity	North Branch
First	Rush City
Elim	Scandia
Calvary	Stanchfield
First	Taylor's Falls
St. Paul	Wyoming

d. South Central Conference

CONGREGATION	CITY
Peace	Lauderdale
Arlington Hills	St. Paul
Bethlehem	St. Paul
Christ on Capitol Hill	St. Paul

Church of the Redeemer	St. Paul
Como Park	St. Paul
Faith	St. Paul
First	St. Paul
Gloria Dei	St. Paul
Grace	St. Paul
Gustavus Adolphus	St. Paul
Hmong Central	St. Paul
Hope	St. Paul
House of Mercy	St. Paul
Immanuel	St. Paul
Minnesota Faith Chinese	St. Paul
North Emanuel	St. Paul
Our Redeemer	St. Paul
Pilgrim	St. Paul
St. Anthony Park	St. Paul
St. Luke	St. Paul
St. Mark	St. Paul
St. Paul-Reformation	St. Paul
St. Timothy	St. Paul
Zion	St. Paul

e. South Conference

CONGREGATION	CITY
Christus Victor	Apple Valley
Grace	Apple Valley
Shepherd of the Valley	Apple Valley
Prince of Peace	Burnsville
St. James	Burnsville
All Saints	Eagan
Easter	Eagan
Mount Calvary	Eagan
Farmington Evangelical	Farmington
Highview Christiania	Farmington
Our Saviour	Hastings
St. Philip	Hastings
Christiania	Lakeville
Family of Christ	Lakeville
Light of the World	Farmington
Lord of Life	Lakeville
St. John	Lakeville
St. Mark	Randolph
Faith	Rosemount

f. Southeast Conference

CONGREGATION	CITY
All Saints	Cottage Grove
St. Luke	Cottage Grove
Zion	Cottage Grove
Bethesda	Inver Grove Heights
Good Shepherd	Inver Grove Heights
Amazing Grace	Inver Grove Heights
Church of Peace	Maplewood
Newport	Newport
Luther Memorial	South St. Paul
Augustana	West St. Paul

St. Stephen
Salem
King of Kings
Resurrection

West St. Paul
West St. Paul
Woodbury
Woodbury

Congregations desiring a change in conference affiliation shall apply to the synod through the bishop at least 30 days before the Synod Assembly.

S12.01.03. The conference shall:

- a. Foster and engender a sense of kinship between congregations;
- b. Assess the needs of the congregations and communities and enable programming which will fulfill the congregational and community needs. This may be done by the establishment of committees or task forces, as the conference or conference officers may choose;
- c. Communicate and enable synod, regional, and churchwide organization programs;
- d. Communicate and foster a support network for rostered ministers in the congregations; and
- e. Fulfill responsibilities in the selection of representatives to the Synod Council and committees.

S12.01.04. There shall be a Conference Assembly at least once per year at a time and place to be determined by the bishop.

S12.01.05. The members of the conference shall be notified of the date, time, and place of the Conference Assembly at least 60 days in advance.

S12.01.06. Voting members of the Conference Assembly shall be active rostered ministers of congregations in the conference and two times as many lay voting members from each congregation as the congregation shall be entitled to elect as voting members of the Synod Assembly. The selection of the voting members shall be made in accordance with the guidelines set forth in †S6.04.

S12.01.07. Each conference shall elect a dean who shall serve no more than two consecutive three-year terms or portions thereof. Terms of office begin at the close of the Synod Assembly which follows their election. In the event of a vacancy, the Synod Council member representing the conference shall serve as dean until the next Conference Assembly election.

S12.01.08. Dean

The conference shall elect a dean who may be a layperson or a rostered minister and who shall be responsible for calling and presiding over Conference Assemblies, ensuring that elections are conducted properly, meeting with the bishop on behalf of the conference at least four times per year, coordinating gatherings for rostered persons in the conference, conducting exit interviews with rostered persons, assisting the bishop with pastoral care of rostered persons and advising the Synod Council as appropriate. The conference deans shall elect one from their number annually to serve as a voting member at large of the Synod Council.

S12.02.01. Clusters

A cluster is a grouping of congregations defined by geography or by special interest. Clustering of congregations may take place across conference boundaries because of shared special interests. Clustering is encouraged for fellowship and accomplishment of mission. A congregation may belong to more than one cluster.

S12.03.01. Coalitions

A coalition is a grouping of congregations or congregations and agencies and institutions for accomplishment of mission.

CHAPTER 13 CONGREGATIONS

†S13.01. Each congregation, except those certified as congregations of the Evangelical Lutheran Church in America by the uniting churches, prior to being listed in the roster of congregations of this synod, shall adopt the *Model Constitution for Congregations* or one acceptable to this synod, that is not in contradiction to the constitution and bylaws of the Evangelical Lutheran Church in America.

- a. **New congregations.** A congregation newly formed by this church and any congregation seeking recognition and reception by this church shall:
- 1) Accept the criteria for recognition and reception as a congregation of this church, fulfill the functions of the congregation, and accept the governance provisions as provided in Chapter 9 of the constitution and bylaws of this church.
 - 2) Adopt governing documents that include fully and without alterations the Preamble, Chapter 1, where applicable, and all required provisions of Chapters 2, 3, 4, 5, 6, 7, 8, 9, 15, 16, 17, 18, and 19 in the *Model Constitution for Congregations* consistent with requirements of the constitutions, bylaws, and continuing resolutions of this church. Bylaws and continuing resolutions, appropriate for inclusion in these chapters and not in conflict with these required provisions in the *Model Constitution for Congregations*, the constitution of this synod, or the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, may be adopted as described in Chapters 16 and 18 of the *Model Constitution for Congregations*.
 - 3) Accept the commitments expected of all congregations of this church as stated in *C6.01., *C6.02., and *C6.03. of the *Model Constitution for Congregations*.
- b. **Congregations from another church body.** If a congregation is a member of another church body, the leadership of the congregation first should consult with the appropriate authorities of that church body before taking action to leave its current church body. After such consultation, leaders of the congregation should contact the ELCA synod bishop or staff where the congregation is located. The synod bishop or staff where the transferring or independent congregation is located shall confer with the congregation to assure its understanding and acceptance of commitment to and affiliation with this church.
- c. **Recognition and reception.** Recognition and reception into this church of transferring or independent congregations by the Evangelical Lutheran Church in America is based on the judgment of the synod and action by the synod through the Synod Council and Synod Assembly. The synod bishop shall provide for prompt reporting of such additions to the secretary of this church for addition to the roster of congregations.

†S13.02. It shall be the responsibility of each congregation of this synod to choose from among its voting members laypersons to serve as 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 each congregation and other qualifications shall be as prescribed in guidelines established by this synod.

- S13.11.** When a rostered minister resigns, the Congregation Council shall receive the letter of resignation, report it to the congregation, and at once notify the bishop of this synod.
- S13.12.** A congregation under financial obligation to its former rostered minister shall make satisfactory settlement of the obligation before calling a successor.
- †S13.20.** A congregation considering a relocation 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.
- †S13.21.** A congregation considering development of an additional site to be used regularly for worship 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.
- S13.21.** The alignment of congregations in pastoral charges, and all alterations in any alignment, shall be subject to approval by the Synod Assembly or by the Synod Council.
- †S13.22.** Each congregation of the Evangelical Lutheran Church in America within the territory of this synod, except those which are in partnership with the Slovak Zion Synod, shall establish and maintain a relationship with this synod.
- †S13.23.** Provision 9.71. of the constitution of this church shall govern the relationship of this synod and a congregation of this synod regarding the property of the congregation. This synod may transfer or convey property to a congregation of the synod, subject to restrictions accepted by the congregation, including provision that if the Synod Council, in its sole and exclusive discretion, determines (1) that the property is not being used to serve the mission and ministry needs of this church, or (2) that the congregation has transferred, encumbered, mortgaged, or in any way burdened or impaired any right, title, or interest in the property without the prior approval of the Synod Council, then title to the property shall revert to the synod, and the congregation, upon written demand, shall reconvey the property to the synod.
- †S13.24** The Synod Council, itself or through trustees appointed by it, may take charge and control of the property of a congregation of this synod to hold, manage, and convey the same on behalf of this synod, if any of the following apply:
- a. The congregation of this synod has disbanded, ceased to worship, or otherwise ceased to exist as a congregation;
 - b. The congregation has abandoned its property;
 - c. The remaining members of the congregation decide that it is no longer possible to function as a congregation or that they are unable to provide required governance;
 - d. The Synod Council determines that the membership of a congregation has become so scattered or so diminished in numbers that it cannot provide required governance or that it has become impractical for the congregation to fulfill the purposes for which it was organized; or
 - e. The Synod Council determines that it is necessary for this synod to protect and preserve the congregation's property from waste and deterioration.

The congregation shall have the right to appeal any such decision to the next Synod Assembly.

S13.25. This synod may temporarily assume administration of a congregation upon its request or with its concurrence.

S13.30. Discipline

†**S13.31.** Congregations and members of congregations are subject to discipline in accordance with the provisions of Chapter 20 of the *Constitution, Bylaws and Continuing Resolutions of the Evangelical Lutheran Church in America*. The synod's involvement in and responsibility for such disciplinary processes shall be as set forth in that chapter.

S13.40. Synodically Authorized Worshiping Communities

S13.41. Authorized worshiping communities, acknowledged under criteria, policies, and procedures approved by the Church Council of the Evangelical Lutheran Church in America, shall accept and adhere to the Confession of Faith and Statement of Purpose of this church, shall be served by leadership under the criteria of this church, and shall be subject to the discipline of this church.

CHAPTER 14 ROSTERED MINISTERS

†**S14.10. Ministers of Word and Sacrament**

†**S14.11.** The time and place of the ordination of those persons properly called to ministry in this synod shall be authorized by the bishop of this synod.

†**S14.12.** Consistent with the faith and practice of the Evangelical Lutheran Church in America,

- a. Every minister of Word and Sacrament shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - 6) Impart knowledge of this church and its wider ministry through available channels of effective communication;
 - 7) Witness to the Kingdom of God in the community, in the nation and abroad; and
 - 8) 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 pastor with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) relate to all schools and organizations of the congregation;
 - 3) install regularly elected members of the Congregation Council;

- 4) with the council, administer discipline;
- 5) endeavor to increase the support given by the congregation to the work of the ELCA churchwide organization and of this synod; and
- 6) encourage adherence to covenantal relationship with this church as expressed in the *Constitution, Bylaws and Continuing Resolutions of the Evangelical Lutheran Church in America*.

S14.13. The pastor shall

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

S14.14. Whenever members of a congregation move to such a distance that regular attendance at its services becomes impractical, it shall be the duty of the pastor to commend them, upon their consent, to the pastoral care of a Lutheran congregation nearer to their place of residence.

S14.15. Each minister of Word and Sacrament on the roster of this synod 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.

†S14.16. When a congregation of this church desires to call a pastor or a candidate for the ministry of Word and Sacrament of this church:

- a. Each congregation of this synod shall consult the bishop of this synod before taking any steps leading to the extending of a call to a prospective pastor.
- b. For issuance of a letter of call to a pastor or candidate by a congregation of this synod in accord with ELCA constitutional provision 7.41., a two-thirds vote shall be required of voting members of the congregation present and voting at a meeting regularly called for the purpose of issuing such a call.
- c. When the congregation has voted to issue a call to a prospective pastor, the letter of call shall be submitted to the bishop of this synod for the bishop's signature.

S14.17. No minister of Word and Sacrament shall accept a call without first conferring with the bishop of this synod. A minister of Word and Sacrament shall respond with an answer of acceptance or declination to a letter of call within 30 days of receipt of such call. In exceptional circumstances with the approval of the bishop of this synod and the president of the Congregation Council of the congregation issuing the call, an additional 15 days may be granted to respond to a letter of call.

†S14.18. The provisions for termination of the mutual relationship between a minister of Word and Sacrament and a congregation shall be as follows:

- a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which shall be terminated only by the pastor's death or, following consultation with the synod 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, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in that congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - 7) termination of the relationship between this church and the congregation;
 - 8) dissolution of the congregation or the termination of a parish arrangement; or
 - 9) suspension of the congregation through discipline for more than six months.
- 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 this synod,
- 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
 - 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.
- 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 this 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 with disability status. 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.
- 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 recommendations 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.

- 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.
- 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 disciplinary action, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

†S14.19. Ministers of Word and Sacrament shall respect the integrity of the ministry of congregations which they do not serve and shall not exercise ministerial functions therein unless invited to do so by the pastor, or if there is no duly called pastor, then by the interim pastor in consultation with the Congregation Council.

†S14.21. The parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members transferred or dismissed, members who have become inactive, or members excluded from the congregation shall be kept accurately and permanently. They shall remain the property of each congregation. At the time of the closure of a congregation, such records shall be sent to the regional archives. The secretary of the congregation shall attest 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:

- a. installation in another call, or
- b. approval of a request for change in roster status.

†S14.22. The pastor shall make satisfactory settlement of all financial obligations to a former congregation before:

- a. installation in another call, or
- b. approval of a request for change in roster status.

†S14.23. During service to a congregation, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor. The interim pastor may delegate the same in part to an interim supply pastor with the consent of the bishop of this synod. The interim pastor and any rostered minister who may assist shall refrain from exerting influence in the selection of a pastor. Upon completion of service, the interim pastor shall certify to the bishop of this synod that the parochial records, for the period for which the interim pastor was responsible, are in order.

†S14.24. With the approval of the synod bishop expressed in writing, which sets forth a clear statement of the purpose to be served by such a departure from the normal rule of permanency of the call as expressed in †S14.18., a congregation may 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 of this synod or a 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 †S14.18.

S14.25. All ministers of Word and Sacrament under a call shall attend meetings of the Synod Assembly, and the pastors of congregations shall also attend the meetings of the conference, cluster, coalition, or other area subdivision to which the congregation belongs.

†S14.30. Ministers of Word and Service

†S14.31. The time and place of the ordination of those persons properly called to ministry in this synod shall be authorized by the bishop of this synod.

†S14.32. Consistent with the faith and practice of the Evangelical Lutheran Church in America, every Minister of Word and Service shall:

- a. Be rooted in the Word of God, for proclamation and service;
- 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;
- 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;
- d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
- e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
- f. Practice stewardship that respects God's gift of time, talents, and resources;
- g. Be grounded in a gathered community for ongoing diaconal formation;
- h. Share knowledge of this church and its wider ministry of the gospel, and advocate for the work of all expressions of this church; and
- i. Identify and encourage qualified persons to prepare for ministry of the gospel.

S14.33. The minister of Word and Service shall become a member of the congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the minister of Word and Service shall hold membership in one of the congregations.

S14.34. Each minister of Word and Service on the roster of this synod 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.

†S14.41. When a congregation of this church desires to call a minister of Word and Service or a candidate for the ministry of Word and Service of this church:

- a. Each congregation of this synod shall consult the bishop of this synod before taking any steps leading to the extending of a call to a prospective minister of Word and Service.
- b. For issuance of a letter of call to a minister of Word and Service or candidate by a congregation of this synod in accord with ELCA constitutional provision 7.71., a two-thirds vote shall be required of members of the congregation present and voting at a meeting regularly called for the purpose of issuing such a call.
- c. When the congregation has voted to issue a call to a prospective minister of Word and Service, the letter of call shall be submitted to the bishop of this synod for the bishop's signature.

S14.42. No minister of Word and Service shall accept a call without first conferring with the bishop of this synod. A minister of Word and Service shall respond with an answer of acceptance or declination to a letter of call within 30 days of receipt of such call. In exceptional circumstances with the approval of the bishop of this synod and the president of the Congregation Council of the congregation issuing the call, an additional 15 days may be granted to respond to a letter of call.

†S14.43. The provisions for termination of the mutual relationship between a Minister of Word and Service and a congregation shall be as follows:

- a. The call of a congregation, when accepted by a minister of Word and Service, shall constitute a continuing mutual relationship and commitment which shall be terminated only by death or, following consultation with the synod bishop, 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 minister of Word and Service, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the office effectively in that congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the minister of Word and Service;
 - 5) suspension of the minister of Word and Service through discipline for more than three months;
 - 6) resignation or removal of the minister of Word and Service from the roster of ministers of Word and Service of this church;
 - 7) termination of the relationship between this church and the congregation;
 - 8) dissolution of the congregation or the termination of a parish arrangement; or
 - 9) suspension of the congregation through discipline for more than six months.
- b. When allegations of physical disability or mental incapacity of the minister of Word and Service under paragraph a.4) above, or ineffective conduct of the ministry of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod:
 - 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
 - 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.
- 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 minister of Word and Service'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 Minister of Word and Service with disability status. Upon removal of the disability and restoration of the minister of Word and Service to health, the bishop shall take steps to enable the minister of Word and Service to resume the ministry, either in the congregation last served or in another appropriate call.

- 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 recommendations first to the minister of Word and Service and then to the congregation. The recommendations of the bishop's committee address whether the minister of Word and Service'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 minister of Word and Service, if appropriate. If the minister of Word and Service and congregation agree to carry out such recommendations, no further action need be taken by the synod.
- e. If either party fails to assent to the recommendations of the bishop's committee concerning the minister of Word and Service's call, the congregation may dismiss the minister of Word and Service 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.
- 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 disciplinary action, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

†S14.44. Ministers of Word and Service shall respect the integrity of the ministry of congregations which they do not serve and shall not exercise ministerial functions therein unless invited to do so by the Congregation Council.

†S14.45. The minister of Word and Service shall make satisfactory settlement of all financial obligations to a former congregation before:

- a. installation in another call, or
- b. approval of a request for change in roster status.

†S14.46. With the approval of the synod bishop expressed in writing, which sets forth a clear statement of the purpose to be served by such a departure from the normal rule of permanency of the call as expressed in †S14.43., a congregation may call a minister of Word and Service 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 of this synod or a representative of the bishop shall meet with the minister of Word and Service 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 †S14.43.

S14.47. All ministers of Word and Service under a call shall attend meetings of the Synod Assembly, and the ministers of Word and Service of congregations shall also attend the meetings of the conference, cluster, coalition, or other area subdivision to which the congregation belongs.

- †S15.01. The fiscal year of this synod shall be February 1 through January 31.
- †S15.11. Since the congregations, synods, and churchwide organization are interdependent expressions that share in God’s mission, all share in the responsibility to develop, implement, and strengthen the financial support of the whole church. The gifts and offerings of the members of the Evangelical Lutheran Church in America are given to support all parts of this church, the unity of this church should be evidenced in determining each part’s share of the gifts and offerings. Therefore:
- a. The mission of this church beyond the congregation is to be supported by such a proportionate share of each congregation’s annual budget as each congregation determines. This synod shall develop guidelines for determining “proportionate share,” and shall consult with congregational leaders to assist each congregation in making its determination.
 - b. This synod shall receive the proportionate share of the mission support from its congregations, and shall transmit that percentage or amount of each congregation’s mission support as determined in consultation with the churchwide organization and approved by the Synod Assembly as part of its budget consideration.
 - c. Should the Synod Assembly not approve the proportionate share of mission support determined in consultation with the churchwide organization, a new consultation with the churchwide organization shall take place. The Synod Council is authorized to amend the budget adopted by the Synod Assembly to reflect the results of this consultation.
- †S15.12. The annual budget of this synod shall reflect the entire range of its own activities and its commitment to supportive funding with other synods and the churchwide organization.
- S15.13. On the basis of estimated income, the Synod Council shall authorize expenditures within the budget for the fiscal year. Expenditure authorizations shall be subject to revision, in light of changing conditions, by the Synod Council.
- S15.14. Except when such procedure would jeopardize current operations, in the interest of making possible a more even flow of income to such causes, a reserve of 2.8 to 3.3 months’ value of the average monthly amount scheduled in the next year’s budget for regular distribution to synod causes shall be carried forward annually for disbursement in the following year. The exact number of dollars to be held in reserve shall be determined by the Synod Council.
- S15.21. No appeal to congregations of this or any other synod of the Evangelical Lutheran Church in America for the raising of funds shall be conducted by congregations or organizations related to or affiliated with this synod without the consent of the Synod Assembly or the Synod Council.
- †S15.31. This synod shall arrange to have an annual audit of its financial records conducted by a certified public accountant firm recommended by the synod Audit Committee and approved by the Synod Council. The audited annual financial report shall be submitted by this synod to the churchwide Office of the Treasurer and to the congregations of this synod. The financial reports shall be in the format approved from time to time by the churchwide Office of the Treasurer.
- †S15.32. This synod shall maintain adequate, continuous insurance coverage in accordance with standards recommended by the churchwide organization. Insurance programs offered or endorsed by the churchwide organization shall be deemed to fulfill this obligation.

CHAPTER 16 INDEMNIFICATION

- †S16.01.** Subject to the limitations and duties imposed by law, each person who is or was made or threatened to be made a party to any proceeding by reason of the present or former capacity of that person as a Synod Council member, officer, employee, or committee member of this synod shall be indemnified against all costs and expenses incurred by that person in connection with the proceeding. Indemnification of any person by reason of that person’s capacity as a director, officer, employee, or committee member of any other organization, regardless of its form or relationship to this synod, is subject to the provisions of section †S16.02.
- a. The term “proceeding” means a threatened, pending, or completed lawsuit, whether civil or criminal, an administrative or investigative matter, arbitration, mediation, alternative dispute resolution, or any other similar legal or governmental action. Except as otherwise required by law, the term “proceeding” does not include (a) any action by this synod against the individual seeking indemnification, or (b) subject to †S16.04., a disciplinary hearing or related process described in Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
 - b. The term “indemnification” includes reimbursement and advances of costs and expenses for judgments, penalties, fines, settlements, excise taxes, reasonable attorneys’ fees, disbursements, and similar required expenditures.
- †S16.02.** Whenever a person who, while a Synod Council member, officer, committee member, or employee of this synod, is or was serving at the request of this synod as (or whose duties in that position or involved service in the capacity of) a director, officer, partner, trustee, employee, or agent of another organization, is, or was made, or threatened to be made a party to a proceeding by reason of such capacity, then such person shall be entitled to indemnification only if
- a. the Synod Council has established a process for determining whether a person serving in the capacity described in this section shall be entitled to indemnification in any specific case, and
 - b. that process has been applied in making a specific determination that such person is entitled to indemnification.
- †S16.03.** This synod may purchase and maintain insurance on behalf of itself or any person entitled to indemnification pursuant to this chapter against any liability asserted against and incurred by this synod or by such other person in or arising from a capacity described in section †S16.01. or section †S16.02.
- †S16.04.** When written charges against a rostered minister of this church are made in disciplinary proceedings under Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* by the synod bishop or when written charges against a congregation are made in disciplinary proceedings by the Synod Council or the synod bishop, and the discipline hearing committee determines that no discipline shall be imposed, then if such determination is not reversed or set aside on appeal, indemnification shall be made by the synod to the accused for reasonable attorney’s fees and other reasonable expenses related to the defense of the charges. The determination of the reasonableness of such fees and expenses shall be decided by the Synod Council.

CHAPTER 17 ADJUDICATION

- †S17.01.** The synod bishop and the Executive Committee of the Synod Council shall be available to give

counsel when disputes arise within this synod.

- †S17.02. The synod bishop and the Executive Committee of the Synod Council shall receive expressions of concern from rostered ministers of this church, congregations, and organizations within this synod; provide a forum in which the parties concerned can seek to work out matters causing distress or conflict; and make appropriate recommendations for their resolution. When a concern relates directly to the synod bishop, the synod vice president will lead the Executive Committee's efforts at resolving the matter. When the matter at issue cannot be resolved in this manner, the applicable procedures for investigation, decision, appeal, and adjudication shall be followed. Allegations or charges that could lead to the discipline of a rostered minister of this church shall not be addressed by the Executive Committee but shall be resolved through the disciplinary process set forth in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- †S17.03. When there is disagreement between or among congregations of this synod on a substantive issue that cannot be resolved by the parties, the council of an affected congregation may petition the synod bishop for a consultation, after informing the other affected congregation(s) of its intent to do so. If this consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the issue(s), the entire matter shall be referred to the Synod Council for adjudication by whatever process the council deems necessary. The decision of the Synod Council shall be final.
- †S17.04. When conferences, clusters, coalitions, or area subdivisions of this synod have a disagreement on a substantive issue that they cannot resolve, the aggrieved party or parties may petition the synod bishop and the Executive Committee of the Synod Council, requesting a consultation after informing the other affected parties of their intent to do so. In this case the decision of the Executive Committee shall prevail, except that, upon the motion of a member of the Synod Council, the decision shall be referred to the Synod Council for final action.
- †S17.10. **Adjudication in a Congregation**
- †S17.11. When there is disagreement between or among factions within a congregation on a substantive issue which cannot be resolved by the parties, members of the congregation may petition the synod bishop for consultation after informing the president of the Congregation Council of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in †S14.18.d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of this synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the entire matter shall be referred to the Synod Council for adjudication by whatever process the council deems necessary. The Synod Council's decision shall be final.

CHAPTER 18 AMENDMENTS, BYLAWS, AND CONTINUING RESOLUTIONS

- †S18.10. **Amendments to Constitution**
- †S18.11. Certain sections of this constitution incorporate and record therein required provisions of the constitution and bylaws of this church. If such provisions are amended by the Churchwide Assembly, corresponding amendments shall be introduced at once into this constitution by the secretary of this synod upon receipt of formal certification thereof from the secretary of the Evangelical Lutheran Church in America.

†S18.12. Whenever the secretary of the Evangelical Lutheran Church in America officially informs this synod that the Churchwide Assembly has amended the *Constitution for Synods*, this constitution may be amended to reflect any such amendment by a majority vote at any subsequent meeting of the Synod Assembly without presentation at a prior Synod Assembly. An amendment that is identical to a provision of the *Constitution for Synods* shall be deemed to have been ratified upon its adoption by this synod. The Church Council, through the secretary of this church, shall be given prompt notification of its adoption.

†S18.13. Other amendments to this constitution may be adopted by this synod through either of the following procedures:

- a. Introduced with the support of at least eighty (80) members and having been approved by a two-thirds vote of the voting members present and voting at a regular meeting of the Synod Assembly, an amendment may be adopted unchanged by a two-thirds vote at the next regular meeting of the Synod Assembly.
- b. The Synod Council may propose an amendment, with notice to be sent to the congregations of this synod at least six months prior to the next regular meeting of the Synod Assembly. Such an amendment shall require for adoption a two-thirds vote of the voting members present and voting at such a regular meeting of the Synod Assembly.

All such amendments shall become effective upon ratification by the Churchwide Assembly or by the Church Council.

†S18.20. Amendments to Bylaws

†S18.21. This synod may adopt bylaws not in conflict with this constitution or with the constitution and bylaws of the churchwide organization. This synod may amend its bylaws at any meeting of the Synod Assembly by a two-thirds vote of voting members of the assembly present and voting. Newly adopted bylaws and amendments to existing bylaws shall be reported to the secretary of this church.

†S18.30. Amendments to Continuing Resolutions

†S18.31. This synod may adopt continuing resolutions not in conflict with this constitution or its bylaws or the constitution, bylaws, and continuing resolutions of the churchwide organization. Such continuing resolutions may be adopted or amended by a majority vote of the Synod Assembly or by a two-thirds vote of Synod Council. Newly adopted continuing resolutions and amendments to existing continuing resolutions shall be reported to the secretary of this church.

S18.40. Technical Corrections to Constitution, Bylaws, or Continuing Resolutions

Technical corrections to the constitution, bylaws, or continuing resolutions that do not alter the substance of the document may be proposed by the bishop and approved by the Synod Council.

APPENDIX A: CODIFICATION EXPLANATION

The provisions of the Constitution, the Bylaws, and the Continuing Resolutions which pertain to the same matter have been placed together. All provisions for Synods are prefaced with “S”.

Major sections are designated as chapters. The chapters for Synod materials are always lettered with an “S” followed by the appropriate chapter number in the codification sequence. The appropriate chapter number is followed by a period. Thus, provisions in “**Chapter 7. Synod Assembly**” are preceded by “**S7.**”

General subjects are normally titled and designated by a number ending in zero. Thus, a subdivision of Chapter 7 that contains provisions regarding the Committees is codified and titled “**S7.50. Committees of the Synod Assembly.**” When subjects that are bylaw provisions only are titled, the same principles would apply within the third number sequence, e.g., **S7.51.40. Nominating Committee.**

Constitutional provisions are codified with two sets of numbers. The chapter number and a two-digit number precede the second period in the codification. Thus, one constitutional provision relating to the Committees is codified **S7.51.**

Bylaw provisions are codified with three sets of numbers, the chapter number, the related constitutional provision number, and a two-digit number. Thus, a bylaw provision which lists one of the committees is codified **S7.51.31.**

Continuing resolutions are also codified with three sets of numbers, except that the third set is preceded by a capital letter. Thus, a continuing resolution may be numbered **S6.** to designate the chapter; **S6.04.** to designate the subject matter within the chapter; and the third set may be numbered **A87** in the codification **S6.04.A87** to indicate by the “**A**” that it is the *first* continuing resolution regarding that subject and by the “**87**” that was adopted in 1987. The second would be numbered “**B87,**” and so forth.

When many related provisions are parts of a unit that are considered inseparable, they are normally lettered “**a,**” “**b,**” “**c,**” etc. When related provisions are part of a unit but considered separable, such as a list of duties, they are normally numbered in sequence. If the related provision cannot be clearly judged to be separable or inseparable, preference will be given to a number sequence.

If chapter numbers are considered the major sequence number, constitution numbers as a fraction of the chapter number, and bylaw numbers as a fraction of the constitution number, then the codification can be said to provide a progressive sequence. Thus **S7.11.** will precede **S7.31.10.,** and **S6.04.A87** will precede **S6.05.**

Terminology: Where the term “rostered minister” appears, it may refer to a member of the roster of Ministers of Word and Sacrament or a member of the roster of Ministers of Word and Service. Similarly, “rostered” may be used as a shorthand for members of both rosters (in contrast with “lay”).

† is a mark which indicates the required provision which may not be altered by deleting or adding words to the provisions. Future changes to the provisions of the Synod Constitution and Bylaws other than those marked “†” must be ratified by the ELCA Church Council.