

Constitution and Bylaws of the Southwest California Synod

Evangelical Lutheran Church in America

As adopted by the Constituting Convention of the Evangelical Lutheran Church in America (April 30, 1987) and amended by subsequent Churchwide Assemblies and Church Councils of the ELCA, and Synod Assemblies and Synod Councils of the Southwest California Synod.

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**EVANGELICAL LUTHERAN CHURCH IN AMERICAS
SOUTHWEST CALIFORNIA SYNOD
CONSTITUTION, BYLAWS, CONTINUING RESOLUTIONS**

Revised and adopted by the Constituting Convention, August 2016

Introduction

Placement together of those constitutional provisions, bylaws, and continuing resolutions that pertain to the same matter is recommended. Each is separately codified, but all are preceded by the letter “S” denoting that they are part of the synodical constitution

Constitutional provisions are codified by two sets of numbers, as in S9.08. or †S10.01.

- a. A bylaw related to S9.08. would be codified as S9.08.01., and to †S10.01. as S10.01.01. A bylaw under a required provision would not carry the dagger “†” that designates a required constitutional provision.
- b. Continuing resolutions also are codified by three sets of numbers, except that the third set is preceded by a capital letter. Thus, a continuing resolution might be numbered †S6. to designate the chapter; †S6.04. to designate the subject matter within the chapter; and the third set might be numbered B09. in the codification †S6.04.B09. to indicate by the “B” that it is the second continuing resolution regarding that subject and by the “09” that it was adopted in 2009.

Types of constitutional provisions

Three types of constitutional provisions are found within each synod’s constitution.

- a. Required provisions are designated by a dagger “†”. Such required provisions:
 - 1) may only be adopted or amended by the Churchwide Assembly.
 - 2) may not be altered or amended by the Synod Assembly; and
 - 3) are to be introduced “at once” into the synod’s constitution upon notification of the amendment or adoption of the provision (†S18.11.).
- b. Recommended provisions are provided in this *Constitution for Synods*, as approved by the Churchwide Assembly. Such recommended provisions may be adopted by majority vote at one meeting of the Synod Assembly (†S18.12.).
- c. Other provisions may be initiated in and adopted by each respective synod (†S18.13.), but such provisions may not conflict with required constitutional provisions or with churchwide constitutional provisions and bylaws. Synodical constitutional amendments become effective upon ratification by the Church Council or Churchwide Assembly.

CONSTITUTION, BYLAWS AND CONTINUING RESOLUTIONS

PREAMBLE

Convinced that the Holy Spirit is calling us to renewed expressions of organic unity in the body of Christ, and sending us as messengers of the gospel to unite people, tongues and nations in Christ, we adopt this constitution in the name of the Father, the Son, and the Holy Spirit.

Chapter 1: NAME AND INCORPORATION

- †S1.01. The name of this synod, as determined by the Churchwide Assembly, shall be the Southwest California Synod of the Evangelical Lutheran Church in America.
- †S1.02. For the purposes of this constitution and accompanying bylaws, the Southwest California 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 five petal rose outlined behind a cross formed of four trumpets with the image of a dove superimposed at its center. The name of this church and this synod and the year of its constituting convention form the outer edge of the seal.

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: Kern, Los Angeles, San Luis Obispo, Santa Barbara and Ventura Counties in the State of California.
- †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 Testament 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 Confessions 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 Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Chapter 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. This 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:
1.
 - 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.
 - 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 of this church, 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.

S7.01.A20 This synod may hold meetings (e.g., synod assemblies) by remote communications, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication. To the extent permitted by state law, notice of all meetings may be provided electronically. (ADOPTED SC20.12.04)

S7.01.01. To extend permitted by state law, meetings of the Synod Council, Synod Assembly and its committees may be held electronically or by telephone conference, and notice of all meetings may be provided electronically

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

S7.11.01. The time and place of the Synod Assembly shall be determined by the Synod Council. The time and place for the next regularly scheduled assembly normally shall be announced two 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 most recent 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.
- S7.13.** Notice of the time and place of all meetings of the Synod Assembly shall be given by the secretary of this synod as provided in the bylaws.
- S7.13.01.** Notice of all meetings of the Synod Assembly shall be written and mailed to all rostered ministers on the synod roster and each congregation related to this synod, not later than sixty days prior to the date of the meeting. In cases of extreme emergency, the length of notice may be shortened by a two-thirds vote of the Synod Council.
- S7.14.** One-half of the members of the Synod Assembly shall constitute a quorum.
- †**S7.21.** The membership of the Synod Assembly, of which at least 60 percent of the voting membership shall be composed of lay persons, 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 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.
- S7.21.A12.** In order to implement †S6.04.02. each congregation with fewer than 175 baptized members may elect one additional voting member who is a youth or young adult. A congregation with more than 175 baptized members may elect two additional voting members who are youth or young adults, one of whom shall be female and one of whom shall be male.
- S7.22.** This synod may establish processes that permit retired rostered ministers, or those designated as disabled, or on leave from call, on the roster of the synod to serve as voting members of the Synod Assembly, consistent with †S7.21.c. If the synod does not establish processes to permit the rostered ministers specified above to serve as voting members, they shall have voice but not vote in the meetings of the Synod Assembly.
- S7.22.A21.** The Bishop of this Synod shall present to the Synod Secretary and Synod Council a listing of all those Ministers of Word and Sacrament and Ministers of Word and Service who are on the roster of this Synod but who are currently: on leave from call; disabled; retired; or persons who are serving in synod-approved or synod-appointed pastoral capacities in congregations and other ministries of this synod may be voting members at this Synod Assembly (i.e., TEEM candidates) (Constitution S7.26 & S7.27).

Congregations under development or an authorized worshiping community must be in good standing with this Synod prior to the Call to Order of each Synod Assembly. Providing that such persons are in good standing with this Synod at the time of the assembly, such persons shall automatically be granted both voice and vote at the assembly. **(ADOPTED SC21.05.05)**

- S7.22.01.** Retired ordained ministers on the roster of this synod who are serving as Interim Pastors in a congregation of this synod at the time of the Synod Assembly shall be voting members to the Synod Assembly.
- †**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.
- S7.24.A12.** Challenges to congregational representation shall be settled by rule of the Chair after consultation with the Assembly Credentials Committee.
- †**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 congregations under development and authorized worshiping communities of the synod, which have been authorized under Evangelical Lutheran Church in America bylaw 10.02.03., to serve as voting members of the Synod Assembly, consistent with †S7.21.
- S7.26.A21.** The Bishop of this Synod shall present to the Synod Secretary and the Synod Council a listing of all congregations under development and authorized worshiping communities of the synod, which have been authorized under Evangelical Lutheran Church in America bylaw 10.01.04., prior to the Call of Order of each Synod Assembly. Providing that such congregations under development and authorized worshiping communities are in good standing with the Synod at the time of the assembly, such congregations under development and authorized worshiping communities shall automatically be granted both voice and vote at the assembly consistent with S7.21. **(ADOPTED SC21.05.06)**
- S7.27.** This synod may establish processes through the Synod Council to grant an 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.
- S7.27.A21** The Bishop of this Synod shall present to the Synod Secretary and the Synod Council a listing of all congregations under development and authorized worshiping communities of the synod, which have been authorized under Evangelical Lutheran Church in America bylaw 10.01.04., prior to the Call of Order of each Synod Assembly. Providing that such congregations under development and authorized worshiping communities are in good standing with the Synod at the time of the assembly, such congregations under development and authorized worshiping communities shall automatically be granted both voice and vote at the assembly consistent with S7.21 (Constitution - S7.26)
- 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.
- S7.34.** Procedures for conducting the business of the Synod Assembly, including the method for processing resolutions, shall be established by the Synod Council.
- S7.34.01.** The synod budget shall be adopted by the Synod Assembly.
- S7.34.A87.** Regular meetings of the Synod Assembly may provide a time on the agenda for voting members to voice issues of conscience to the Assembly according to guidelines established by the Synod Council.

**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 synodical 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.
 - e. Attest letters of call for persons called to serve congregations in this 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 leaders 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 this 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 the 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 this synod and of the churchwide organization are duly observed within this synod, and that the actions of this 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 a certificate 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;
 - 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 this 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.A21 The Bishop's compensation is to be based on the annually approved Rostered Leaders Fair Compensation and Benefits Workbook-Ministers of Word and Sacrament scale as offered by the Synod Administration and approved by the Synod Council. Credit for years of service is to be based at 75 points for size of congregation/receipts (with Assistants to the Bishop at no more than 50 points). The term of the Bishop typically commences on September 1st. **(ADOPTED SC21.04.06)**

S8:12.B19 A performance appraisal of the Office of the Bishop is to occur with each compensation adjustment to include at a minimum: the status of congregational parochial reporting, marriage/baptism/ and catechism documentation and record-keeping by congregation, mission support intervention and goal achievement, budget stability, synod council engagement and pastoral shepherding. **(ADOPTED SC19.12.05)**

†**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 synodical bishop may have such assistants as this synod shall from time to time authorize.

†**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:

- †**S8.16.01.b.**
- a. Whenever a synod bishop determines that a matter of the kind described in 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).

S8.20. Vice President

†**S8.21.** The vice president shall be elected by the Synod Assembly. The vice president shall be a lay person. 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 and represent the synod in required meetings.

†**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 the Churchwide Assembly a certified list of the voting members elected by the Synod Assembly.

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 lay

person or a rostered minister.

S8.42. The duties of the treasurer shall be specified in the bylaws.

S8.42.01. The treasurer shall be responsible for:

- a. Management of the monies and accounts of this synod, its deeds, mortgages, contracts, evidence 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. Giving of corporate surety in the amount determined by the Synod Council, which shall be in the custody of the secretary, and the premium therefore 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 reelected.
- b. The vice president and secretary of this synod shall be elected to a term of three 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 elected or appointed to a 3-year term and may be re-elected or re-appointed. The treasurer shall serve until his or her successor takes office.

S8.51.01. The vice president and secretary of the synod shall be eligible for one reelection.

S8.52. The terms of the officers shall begin at times specified in the bylaws or, in special circumstances, at a time designated by the Synod Council. Orientation for newly elected officers and council members may occur on or before the first council meeting.

S8.52.01. The term of the officers shall begin on the first day of the third month following election.

†**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 three years. If the treasurer is appointed by the Synod Council, the Synod Council shall appoint a new treasurer to a three-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 ten 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 synodical 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 synodical 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.

S9.01.A08. 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 synodical officers and shall report such actions to the Synod Council.

†**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.** The Synod Council will appoint the Nominating Committee Chairperson to serve for each regular meeting of the Synod Assembly. The Nominating Committee shall serve at the pleasure of the Synod Council. Additional nominations may be made from the floor for all elections for which nominations are made by the Nominating Committee. The Nominating committee's composition is delineated in S11.23.A18.
- S9.04.** The bishop shall be elected by the Synod Assembly by ecclesiastical ballot.
- S9.04.01.** The procedure to elect a bishop shall be as follows. 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 the nominating ballot. Three-fourths of the legal votes cast on the second ballot shall be necessary for election. The third ballot shall be limited to the seven persons (plus ties) who received the greatest number of legal votes on the second ballot, and two-thirds of the legal votes cast shall be necessary for election. The fourth ballot shall be limited to the four persons (plus ties) who received the greatest number of legal votes on the third ballot, and 60 percent of the legal votes cast shall be necessary for election. The fifth ballot shall be limited to the three persons (plus ties) who received the greatest number of legal votes on the fourth ballot, and a majority of the legal votes cast shall be necessary for election. The sixth ballot shall be limited to the two persons (plus ties) who received the greatest number of legal votes on the previous ballot, and a majority of the legal votes cast shall constitute an election.
- S9.04.02.** Prior to each Synod Assembly at which an election of a bishop is to be held, the Synod Council shall appoint a task force which shall solicit names of potential nominees for bishop from members and congregations of this synod.
- a. Persons whose names are submitted shall be requested to supply biographical information on a form provided by the task force or be allowed to have their names removed from this process.
 - b. The biographical information forms shall be collated by the task force in random order, duplicated and distributed without comment to the Synod Assembly voting members at least 30 days prior to the meeting of the Assembly at which the election is to take place.
 - c. The first ballot in the election shall not be limited to the names included in this process. Voting members to the Synod Assembly who intend to vote on the first ballot for a candidate who has not been included in this process may, on the first day of the Assembly, submit to the task force a completed copy of the approved biographical information form for duplication and distribution to the voting members prior to the second ballot.
- S9.04.03.** Other means of organized advocacy or of circulating information about potential nominees for the office of bishop before or during the Synod Assembly shall not be permitted.
- 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, except for 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 to the number of two for each vacancy unfilled. On any ballot when only two names appear, a majority of the legal votes cast shall be necessary for election.
- S9.09.** The result of each ballot in every election shall be announced in detail to the assembly.

S9.09.A12. The number of votes cast for each candidate shall be recorded in the minutes of the secretary.

†**S9.10.** The Nominating Committee shall nominate persons who are members of congregations in this synod to fill the voting member positions allocated to this synod for the Churchwide Assembly as provided in 12.41.11. of the constitution and bylaws of this church. The Synod Assembly shall elect voting members of the Churchwide Assembly.

†**S9.12.** Background checks and screening shall be required and completed for persons nominated as synodical 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.

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 adult shall be elected by the Synod Assembly. Conference Representatives are elected by their conferences and are ratified by Synod Assembly vote (S10.07.04).

- 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 (3) years.

S10.01.01. Except for the bishop, members of the synod staff may serve only in an advisory capacity to the Synod Council.

S10.01.02. Except for the Treasurer and youth position all members of the Synod Council shall be elected to a term of three (3) years and are eligible for one reelection.

†**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 which are not in conflict with actions taken by the Synod Assembly or which are not precluded by provisions of this constitution or the constitution and bylaws of the Evangelical Lutheran Church in America.

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. Receive 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. Prepare and distribute an official roster of all SWCA congregations annually.
- i. 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.

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 be referred to the Executive Committee for a report and recommendation prior to action by the Synod Assembly and shall require a two-thirds majority vote by the Assembly for adoption.

- S10.05.** No elected member of the Synod Council shall receive monetary compensation for such service. Normal authorized expenses are reimbursable.
- 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 conducted virtually. Notice of any meetings may be provided electronically.
- S10.07.02.** In addition to the officers and youth position, there shall be nineteen members of the Synod Council, nine elected as Conference Representatives by the Synod Assembly and ten elected as Members-at-Large by the Synod Assembly.
- S10.07.03.** Each Conference shall nominate its representative to the Synod Council in a rotating sequence approved by the Synod Council.
- S10.07.04.** Election of the Conference Representatives shall take place at the first meeting of the Conference Assemblies in a calendar year and the Conference Chairperson shall report the results of the nominations immediately to the Synod Nominating Committee. The Conference electorates shall be ratified at the Synod Assembly by a yes/no vote. No nominations shall be made from the floor for any Conference Representative to the Synod Council.
- S10.07.05.** Members-at-Large on the Synod Council shall be nominated by the Synod Nominating Committee in a manner that will fulfill the provisions of S6.04. and ensure that at least 40% of the Synod Council is male and at least 40% is female.
- S10.07.A12.** The Nominating Committee shall nominate two persons for each Member-at-Large position and arrange the ballot so that both persons for each position are either ordained ministers or lay male or lay female or persons of color and/or persons whose primary language is other than English.
- S10.07.A18.** Nominations from the floor for Members-at-Large on the Synod Council shall be listed on the ballot in a way that has nominees running against peers in harmony with S10.07.A12.
- S10.07.C87.** Nominations made from the floor must be endorsed by the signatures of at least ten members of the Synod Assembly, the agreement of the nominee to serve if elected must have been secured, and biographical information must be available in writing for distribution to the voting members.
- S10.07.D87. STRICKEN (ADOPTED SC21.02.05)**
- S10.07.06.** The Nominating Committee shall present at least two nominees for the youth position on the Synod Council each of whom will be either a Sophomore or Junior in high school upon entering office. The term of office shall be for two years.
- S10.07.07.** The synodical organization for Women of the Evangelical Lutheran Church in America may provide an advisory member to the Synod Council with voice but not vote.
- S10.07.08.** The Synod Council shall meet at least three times each year, normally during the quarters of the year when the Synod Assembly does not meet.
- S10.07.09.** Members of the Synod Council are encouraged to serve on at least one synod team or conference leadership team. The Council makes such appointments to specific teams and conference leadership teams, or as specified in the constitution, by-laws, and continuing resolutions of the synod.

Chapter 11: COMMITTEES

- †**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 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.

†S11.02. 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 reelection. 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.

†S11.03. 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 reelection.

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. Up to half of the committee members may be Synod Council members. The Audit Committee members shall be elected by the Synod Council for a term of three years and be eligible for re-election to a second consecutive three-year term. The terms of the Audit Committee members shall be staggered. The Audit Committee shall be responsible for assisting the Synod Council in fulfilling its general oversight of the synod's accounting, financial reporting, internal control systems, and external audit processes as provided in †S15.31.

S11.10. General Provisions

S11.11. This synod shall in its bylaws or by continuing resolution establish a process 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.

S11.11.A18 The Synod is supported in its actions by Mission Teams that shall be formed to address specific areas of ministry for which the synod has identified as missional and which corresponds with its synod council adopted goals. These Mission Teams shall involve conference representation, whenever possible and shall be supported by the synod both in program and budget. Mission Teams report and are accountable to the Synod Council.

S11.11.B18 The Nominating Committee of this synod and its Conferences when making nominations and the Synod Council when making appointments shall seek candidates with the relevant knowledge and competence necessary for effective service.

S11.22.A18 The Executive Committee shall be composed of the officers of the Synod and four other members of the Synod Council identified by the Executive Committee and appointed by it, including at least one person of color and/or person whose primary language is other than English. The Executive Committee shall be empowered to act on its behalf between meetings of the Council. The Executive Committee shall normally meet at least four times each year.

S11.23.A18 The Nominating Committee shall be composed of up to seven members. The Nominating Committee Chairperson will be appointed by the Synod Council (S9.03.), and committee members may be selected by the Chair from the Council and/or synod-at large.

S11.30.A18 The Mission Team for Evangelical Outreach shall be responsible for helping the Synod and its congregations visualize, reimagine and implement new ways of being connected with their

surrounding communities that are in keeping with the Synod's Strategic Goals. Staff support shall be provided to this team by the Director for Evangelical Mission.

- S11.30.B18** The Mission Team for Rostered Leadership shall be responsible for providing opportunities to identify and support clergy and lay rostered ministers through formal instruction and continuing education and training. Staff support shall be provided to this team by the Assistant for Rostered Mission Leadership.
- S11.30.C18** The Mission Team for Lay Leadership shall be responsible for providing opportunities to identify and support lay leaders as they witness and serve in their congregation and in daily life.
- S11.30.D18** The Mission Team for Justice shall be responsible helping the synod and its congregations, institutions and agencies address issues of justice in public life from Christian perspectives while being guided in their public witness by the Social Statements of the Evangelical Lutheran Church in America in areas such as: Environment; Criminal Justice; Peacemaking; Anti-Racism; Immigration; Sexual Minorities; Justice for Women; Hunger; etc.
- S11.30.E12** The Mission Team for Global Partnerships shall be responsible to help the synod and its congregations establish connections with the global Christian community in areas such as: Companion Synod; Missionary Sponsorships; World Hunger; etc.
- S11.40.A18** The Budget and Finance Committee shall be responsible for developing the Budget, reviewing and recommending revisions to the Spending Plan, and encouraging and reviewing congregational giving to Mission Support while receiving and reviewing reports from the synod's Treasurer and the ELCA Endowment Fund (including funds from real estate holdings.) Four members of the Synod Council, plus the synod Treasurer, and up to three to four non-council appointees shall serve on this Committee.
- S11.40.B18** The Budget and Finance Committee, in the absence of an appointed Audit Committee, can perform the role of the Audit Committee if aided by outside contractual assistance. This Synod must maintain the assistance of outside audit consultation.
- S11.40.C18** The Synod's Budget and Finance Committee shall prepare and obtain Synod Council approval for its Spending Plan, annually. The Spending Plan will be used to help manage the approved budget throughout the year.

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.
- S12.10. Conferences**
- S12.11.01.** This synod shall have Conferences, each of which is a geographic subdivision composed of all members of the synod's congregations within its territory. No congregation can belong to more than one conference.
- S12.11.A18** Congregations of the synod shall be grouped into nine conferences as follows representing:
(1) Central Coast, (2) Tehachapi, (3) Channel Islands, (4) Twin Valleys, (5) Foothill, (6) San Gabriel, (7) LA Metropolitan, (8) South Bay, and (9) Greater Long Beach. A roster will be published annually by the synod listing all Southwest California Synod congregations.
- S12.11.03.** Each Conference shall be designated by a name selected by the Conference and ratified by the Synod Council.
- S12.11.04.** Changes in the alignment of congregations in Conferences may be made by mutual agreement between the Conferences affected and a majority vote of the Synod Council.
- S12.11.05.** The functions of the Conference shall be:
- 1) to identify and provide leadership persons for the mission and ministry of the conference and synod.
 - 2) to provide training and resources for the ministry of congregational leaders.

- 3) to provide support for rostered ministers serving under call within the conference.
- 4) to provide programs that will nurture and strengthen the ministry of laypersons in daily life.
- 5) to provide programs of fellowship and celebration.
- 6) to establish and maintain inter-congregational or Area Ministry Strategies (e.g., regional strategies); for outreach and service in the Conference; and
- 7) to be a channel of information, interpretation and cooperation between the congregations of the Conference and the synod.

S12.12.01. The organization of the Conference shall include an Assembly, a Rostered Leaders Collegium and such other committees or task forces as the Conference may deem necessary, including the use of a Leadership Team.

S12.12.02. Each conference shall meet in assembly in the spring of each year. The agenda of these assemblies shall be determined by the Bishop in consultation with the Conference Deans and include elections. The voting members at conference assemblies shall be those members of Conference congregations in attendance. All congregational members and rostered persons serving under call in the Conference are invited to participate.

S12.12.03. The Conference Assembly may meet semi-annually.

S12.12.A18 The agenda of the Spring Conference Assembly shall be coordinated with the bishop and include elections.

S12.12.D96 The agenda for the Fall Conference Assembly will focus on programs of inspiration, information and instruction dealing with the mission and ministry of the church and its members.

S12.13.01. The Conference Leadership Team may be composed of a Chairperson; Secretary/Treasurer; Conference Mission Interpreter; and/or Conference Representative to the Synod Council [ex officio]; and Dean [ex officio].

S12.13.02. No elected member of the Leadership Team shall receive compensation for such service.

S12.13.03. The Chairperson, Secretary/Treasurer, and Conference Mission Interpreter shall be elected for a term of three years and shall be elected by the Conference Assembly.

S12.13.A12 The Conference Chairperson shall be a layperson who shall preside over all meetings of the Conference Assembly and Leadership Team.

S12.13.B93 The Conference Chairperson shall have seat and voice at all Synod Assemblies, but may not vote unless otherwise elected as a voting member.

S12.13.C12 The Dean shall be an ordained minister on the active roster who shall be elected for a term of three years by the rostered leaders serving under call within a conference. The Dean shall preside at all meetings of the Rostered Leaders Collegium and at the request of the bishop assist in fulfilling the duties of the bishop within the Conference. The duties are described in the document, "The Role of the Conference Dean." The Conference Deans will meet as determined by the Bishop.

S12.13.D12 The Secretary-Treasurer shall keep minutes of the Conference Assembly and Leadership Team meetings and be accountable for any Conference treasury.

S12.13.F12 The Conference Mission Interpreter shall communicate the mission and ministry of the synod and churchwide organization to the congregations of the Conference.

S12.13.G12 The Leadership Team shall meet at least three times a year and include the following among its duties:

- a) to plan the meetings of the Conference Assemblies with regard to business and programs;
- b) to reflect on the mission needs in the territory of the Conference and recommend appropriate programs to the Mission Teams of the synods and/or Conference Assembly;
- c) to carry out the actions of the Conference Assembly;
- d) to oversee the conduct and quality of Conference programs.

- S12.14.01.** The Conference shall have a Nominating Committee composed of three persons appointed by the Leadership Team from outside its membership and a synod staff person. They shall present nominations for Conference Assembly elections for all elected members of the Leadership Team, except for the Dean.
- S12.14.A12** The Nominating Committee shall present a slate of nominees for each position open for election. Nominations may be made from the floor.
- S12.14.B18** The Dean shall be elected to a three-year term by the rostered ministers under call using a nominating ballot. A two-thirds majority shall be required for election on the first ballot. The second ballot shall be limited to the four candidates who receive the highest number of votes on the first ballot and a two-thirds majority shall be required to elect. Each subsequent ballot shall eliminate the candidate who received the least number of votes on the preceding ballot. The third ballot shall require a sixty percent majority and the fourth ballot a simple majority for election.
- S12.15.01.** “The Conference Rostered Leaders Collegium shall meet at least six times annually and shall be composed of all rostered leaders on the rosters of the Synod who are serving under call in the conference. The collegium shall have as its purposes: personal support; peer evaluation of ministry; education for ministry; mission support goal-setting and results reporting, as well as intra-ministry collaboration.”
- S12.15.B87** The Collegium shall meet at least bi-monthly.

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, which 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 synod 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 affected.
- †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.
- †S13.22. 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 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.
 - 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
- S13.24.01 Property is defined by the ELCA as long-term assets comprising real estate holdings, cash or cash equivalents, endowments or other similar assets accumulated for the expressed intent of preserving the ministry. These resources shall be used for no other reason.
- 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.

S13.41. Authorized worshipping 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.

S13.41.01 The Synod may authorize non-incorporated ministries referred to as (1) infant ministries, (2) sacrament ministries, (3) house churches, and/or (4) non-military chaplaincies when it is determined that these worshipping communities will seek leadership guidance from the Synod/Bishop or Bishop's designee. These synod council approved ministries are expected to move towards SAWC status.

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 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;
- 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 of 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 chair 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 the 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 taken 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 synodical 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, collegium 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.

S14.31.A18 All persons serving under call on the lay rosters of this Synod (i.e., deacons) shall attend the meetings of the Conference to which they relate. They shall participate in the election process set forth in † S7.21.b. of this constitution.

†**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 chair 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 and the minister of Word and Service shall be listed on the roster of ministers 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.

Chapter 15: FINANCIAL MATTERS

- †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 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, a reserve amounting to no more than 16 percent of the sum of the amounts scheduled in the next year's budget for regular distribution to synod causes shall be carried forward annually for disbursement in the following year in the interest of making possible a more even flow of income to such causes. 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.

S15.40. Mission and Ministry Fund

S15.41. This synod shall have an endowment fund named the Mission and Ministry Fund (hereafter referred to as the Fund). It shall not be a separately incorporated entity, but shall be a separate fund of this synod.

S15.41.01. The Fund's purpose shall be to receive undesignated gifts and bequests to be used for the mission outreach of the Southwest California Synod and the Evangelical Lutheran Church in America (ELCA), and their successor bodies.

S15.41.02. The Fund shall be held in two accounts: Discretionary and Endowment. Disbursements of income from the Discretionary account are at the discretion of the Bishop, while disbursements of principal from the Discretionary account, and disbursements of income and principal from the Endowment account, are at the discretion of the Endowment Committee.

S15.41.03. Undesignated gifts and bequests shall be allocated one-third (1/3) to the Discretionary account and two-thirds (2/3) to the Endowment account. Designated gifts shall be allocated to the account designated.

S15.41.04. Both the principal and income from gifts and bequests are to be used for the purposes, projects, and programs consistent with the general purpose for which this Fund has been established.

S15.41.05. Gifts and bequests that have special terms or conditions, or contain limitations or directions, may be accepted, provided such gifts and bequests are compatible with the vision for mission of the synod. The acceptance of such gifts must be agreed upon by two-thirds (2/3) vote of the Endowment Committee members voting.

S15.41.06. Gifts and bequests of tangible assets that are not immediately useful in or for the ministry of the synod are to be sold, liquidated, converted to cash, or returned to the donor or the donor's estate.

S15.41.07. When gifts and bequests of real property are offered, the Endowment Committee is restricted to accept them conditionally to avoid governmental violations until the following criteria are met:

1. The donor must provide a certified appraisal that established the market value of the property within 90 days of the gift date.
2. If the appraisal does not include an environmental impact evaluation, one must be done separately, and provided by the donor.
3. In the rare instance where an environmental impact study by a qualified engineer is called for, it must be done at the expense of the donor.

S15.42. The Fund shall continue in existence and shall be used as hereinafter provided, (unless earlier revoked) so long as the synod shall continue to exist. If the synod should cease to exist, then the assets of the Fund shall become the property of a successor synod. If there is no successor synod, then the assets of the Fund become the property of the Evangelical Lutheran Church in America or its successor body. Furthermore, should the synod dissolve it shall, at the time of dissolution, have the right to determine, in consultation with the Evangelical Lutheran Church in America, a successor synod that qualifies as an exempt organization under the Internal Revenue Code.

S15.43. The Endowment Committee

S15.43.01. The Endowment Committee shall administer the Fund. It shall be composed as follows:

1. The Bishop or the Bishop's designee.
2. The Treasurer of the synod.
3. Six (6) members elected by the Synod Assembly for terms of three years on a

rotating basis. An elected member shall be eligible for one reelection.

4. The chair of the Endowment Committee shall be elected by the Endowment Committee from among its members.

- S15.43.02.** The Endowment Committee shall receive and consider recommendations from the Investment Committee for investment management of the Fund, from the Marketing Committee for promotion of the Fund, and from the Allocation Committee for disbursements from the Fund. The Treasurer of the synod shall be responsible for all financial records of the Fund and make disbursements from the Fund when directed by the Endowment Committee to do so. Written financial reports shall be submitted at least annually by the treasurer to the Synod Council and the Endowment Committee. The Endowment Committee may also serve in the capacity of the Investment Committee (in its absence) for the purposes of the Mission and Ministry Fund in order to appropriately fulfill the duties as outlined (S15.40).
- S15.43.03.** Whenever possible, the Endowment Committee will act upon the need or needs that arise concerning acceptance of gifts and bequests, investment of funds, and disbursement of funds, at regular noticed meetings. Should the need for action be deemed so necessary as to deviate from this practice, the Endowment Committee may call a special meeting.
- S15.43.04.** Whenever the Endowment Committee takes action concerning matters of the Fund, a quorum shall consist of members present in person and via teleconference provided all members were duly notified of the time and place of the meeting. A majority vote shall carry any motion or resolution concerning the Fund, unless otherwise provided in these bylaws. Actions taken that do not comply with this provision will be deemed illegal and void.
- S15.43.05.** The Endowment Committee may establish written rules and regulations as may be necessary for the conduct of the business of the Fund. It may adopt standards and goals for guidelines in dealing with expenditures of the income/or principal from the Fund. These guidelines may be amended, added to, or deleted at any time by the Endowment Committee provided it is consistent with the constitution and stated purpose of the Fund.
- S15.43.06.** The Synod Council shall be responsible for maintaining the accounts and authorizing financial institutions to hold the assets of the Fund. All checks and other documents transferring or expending any funds or assets in the Fund shall be signed by persons authorized by the Synod Council to do so. Records of transactions are to be held not less than 15 years.
- S15.43.07.** All persons with check-signing authority shall be covered by a corporate fidelity bond or the equivalent, at the expense of the synod, in an amount to be determined from time to time by the Synod Council.
- S15.43.08.** The Endowment Committee may seek advice from others and may employ, at the expense of the Fund, such professional counseling on investments and legal matters as it deems necessary in the best interest of the Fund.
- S15.43.09.** Members of the Synod Council, the Endowment Committee, its sub-committees and its advisors, shall refrain from any self-dealing transactions of the Fund, and/or conduct where personal interest, or that of a relative or friend, could be construed to be in conflict with the best interest or integrity of the Fund.
- S15.44.01.** For tax accounting, distribution of Fund earnings, or other purposes, the fiscal year of the Fund shall be the same as that of the synod.
- S15.44.02.** The synod shall arrange an annual audit of the Fund's financial records conducted by a certified public accountant firm selected by the Synod Council.
- S15.44.03.** Gifts and bequests to the Fund may be received, acknowledged, and receipts issued at any time during the year, so long as they meet the criteria established as stated in S15.41.06.

S15.44.04. All assets of the Fund shall be accounted for and documented in separate, distinct, and independent accounts from those assets that otherwise belong to the synod. The Synod Council or Endowment Committee shall not be required to place or maintain funds in separate accounts, but may instead set up and maintain separate accounting records for each account within the Fund.

S15.45. The Investment Committee

S15.45.01. The functions of the Investment Committee are relegated to the ELCA Endowment Fund manager for which the Southwest California Synod has on deposit its principal long-term endowment assets. Quarterly reports are received by the synod from the ELCA and are available to the Endowment Committee for review.

S15.45.02. The Investment Committee shall be composed as follows:

1. The Committee shall have no more than 9 members.
2. The Committee members shall be appointed by the Endowment Committee based on experience, skill and expertise, and may include members of the Endowment Committee.
3. The Chair of the Investment Committee shall come from its members. The Chair shall be appointed by the Endowment Committee.
4. The Committee members shall serve at the pleasure of the Endowment Committee.

S15.45.03. The Investment Committee, shall have the following powers and authority:

1. All assets of the Fund shall be managed to yield reasonable income and protect principal through socially responsible investments. Investments that would be considered high risk or speculative by a prudent and experienced investor must be avoided. All or any part of the Fund may be invested with the Evangelical Lutheran Church in America Mission Investment Fund with the Evangelical Lutheran Church in America Foundation.
2. Whenever the synod, its agencies and/or institutions, or a member congregation is in need of borrowed funds in order to purchase tangible assets or repair of tangible assets, the Investment Committee may recommend that Fund income or principal be loaned to the synod, its agencies and/or institutions, or member congregation at the current market rate of interest being charged by the banking enterprise with whom the congregation does business on a regular basis.
3. In the event that a donation of real property adjacent to or remote from the territory of the synod could be beneficial to the synod in providing ministry activities, such property may be retained provided the Synod Council approves any such retention.

S15.46. The Marketing Committee

S15.46.01. The Marketing Committee, a sub-committee of the Endowment Committee, shall be responsible for advising the Synod on its philanthropic endeavors in ways that help promote the Fund and its associated ministries.

S15.46.02. The Marketing Committee shall be composed as follows:

1. The Committee shall have no more than 9 members, plus the local representative of the Evangelical Lutheran Church Foundation as an *ex-officio* member.
2. The Committee members shall be appointed by the Endowment Committee based on experience, skill and expertise, and may include members of the Endowment Committee. The Chair of the Marketing Committee shall come from its members. The Chair shall be appointed by the Endowment Committee.
3. The Committee members shall serve at the pleasure of the Endowment Committee.
4. The Marketing Committee may have a relationship with the Evangelical Lutheran Church in America Foundation for annuities and charitable trust administration.

S15.46.03. The Marketing Committee, shall have the following duties and responsibilities:

1. The Committee shall create and disseminate written materials, and host participatory events, that promote the Fund to synod congregations and members.
2. The Committee shall arrange for synod members to meet with professional counselors in the areas of charitable giving, wills, trusts, bequests, insurance, and

other options that may serve the goals of the Fund.

3. The Committee shall provide the means for the acknowledgment of gifts and bequests. The receipt of each shall be recorded in the synod's records and published in an appropriate manner for distributions to its members.

S15.47. Income and Principal of the Fund

S15.47.01. The Endowment Committee shall determine what is principal and income of the Fund according to accepted accounting procedures. Income may include realized and unrealized capital gains in the portfolio.

S15.47.02. Annually the Endowment Committee shall declare the amount constituting the prior year's income. It may alternately declare the prior year's income to be a maximum of 5 percent of the Fund's year-end value.

S15.47.03. Income from the Fund shall be distributed annually and at such other times as deemed necessary and/or feasible to strengthen the ministry of this synod.

S15.48. The Allocation Committee

S15.48.01. The Allocation Committee, a sub-committee of the Endowment Committee, shall be responsible for advising the Endowment Committee on allocations and expenditures, both grants and loans, from the Endowment portion of the Fund.

S15.48.02. The Allocation Committee shall be composed as follows:

1. The Committee shall have no more than 9 members, appointed by the Endowment Committee, one of whom shall be the Bishop or the Bishop's designee.
2. The Chair of the Allocation Committee shall come from its members. The Chair shall be appointed by the Endowment Committee.
3. The Committee members shall serve at the pleasure of the Endowment Committee.

S15.48.03. The Allocation Committee shall review all requests for grants and loans from the Endowment portion of the Fund and make recommendations to the Endowment Committee.

S15.48.04. Any grant or loan recommended by the Allocation Committee must be approved by a majority of voting Endowment Committee members if from Fund income, and by a two-thirds majority of voting Endowment Committee members if from Fund principal.

S15.48.05. Undisbursed Discretionary account income at the end of the year shall be retained for disbursement by the Bishop the following year.

S15.48.06. Principal of the Discretionary account may be invaded only if requested by the Bishop and approved by a two-thirds majority of the voting members of the Endowment Committee.

S15.48.07. If, in the judgment of the Allocation Committee, causes and programs for disbursement do not seem sufficient to utilize total funds available, not all funds are required to be disbursed. Undisbursed Endowment account income at the end of the year shall be retained in the Endowment account and available for future disbursement by the Endowment Committee.

S15.50. Legacy Real Estate Gifts

S15.51.A18 The treasurer of the synod shall maintain the funds from the proceeds of the sale of congregation properties in accordance with synod established covenants obtained with each congregation experiencing "holy closure" and/or for whom said property has been secured by the synod as outlined in provision S13.24.

S15.51.B12 Investment of the FLLAF would rest with the synod's Mission and Ministry Endowment Committee.

S15.51.C18 All disbursements from the income generated by Legacy Gifts must be considered by the Executive Committee and be approved by the Synod Council. Disbursements of the designated principal from Legacy Gifts are not favored and may be made only with the recommendation of the Executive Committee and with the approval of a two-thirds majority of the voting members of the Synod Council present and voting.

S15.51.D18 The Synod Council shall approve an overall disbursement formula for proceeds received from real

estate sales as undesignated, designated, or restricted, proportionate to any established synod covenants.

S15.51.E18 Disbursements from the First Lutheran Los Angeles Fund (original Legacy Gift) are designated as one-third to synod operations and services and two-thirds for the three following purposes:

1. The planting and support of new congregations within the territory of the synod as determined by the synod's Outreach Committee, Mission Director and Bishop. Support could include such things as: contributions towards the mission developer's salary and/or benefits, purchase of equipment, and the rental or purchase of property for housing the new ministry; and the support of congregations in transition and/or transformation, and who in the estimation of the synod's Outreach Committee, Mission Director and Bishop would be viable communities of faith as a result of this support. Such support could include support for a new or full-time pastor, and resources that would support new ministry and outreach;
2. The support of candidates for rostered ministry from this synod preparing for ministry at one of the Evangelical Lutheran Church in America's seminaries or colleges.
3. The support of existing or new agencies and institutions that are deemed important for the ongoing life and mission of Christ as lived out through the Southwest California Synod.

S15.51.F12 All applications for disbursement of income will be made to the Executive Committee. The Evangelical Outreach Mission Team would make applications for purposes one; Rostered Leaders Mission Team for purpose two; and the synod Bishop for purpose three.

S15.51.G12 Income from the remaining third of the FLLAF would be designated for the purpose "to meet mission needs in the synod" (S15.48.05). The Executive Committee will make recommendations regarding the disbursement of this income to the Synod Council for their consideration and approval.

S15.52. Distribution of Proceeds Received from Sale of Real Property

S15.52.A11 In the occasion that the Synod Council determines that real property received from a congregation(s) shall be sold, sale proceeds shall be disbursed according to the following schedule:

S15.52.B11 all indebtedness, and sale costs shall be paid and

S15.52.C11 a tithe shall be sent to the churchwide expression of the ELCA.

S15.52.D11 The Synod shall receive an 8% management fee to offset expenses related to property management throughout the sale process.

S15.52.E11 One-third (1/3) of the remainder shall be gifted to this Synod for the operational expenses of the Synod.

S15.52.F11 The remaining two-thirds (2/3) shall fund new, transitional, and renewal synod ministries. The Synod's Mission Team for Evangelical Outreach, Mission Director and Bishop shall determine those which would be viable communities of faith as a result of this support.

S15.52.G11 All disbursements from the proceeds must be considered by the Executive Committee and be approved by the Synod Council.

S15.52.H11 The Endowment Committee and the Endowment Fund shall not receive any sale proceeds unless otherwise determined by the Synod Council and set forth in a continuing resolution. **(ADOPTED SC11.03.07)**

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 †16.04., 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 involve 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 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:

CONSULTATION AND 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, 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 the 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 20 voting 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 nor 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 the Synod Council. Newly adopted continuing resolutions and amendments to existing continuing resolutions shall be reported to the secretary of this church.