

# Constitution of West Nidaros Lutheran Church

**In the name of the Father, and of the Son, and of the Holy Spirit.**

## **PREAMBLE**

Recognizing our unity in Christ and in our common practice in the Christian faith; desiring to express our fellowship in our worship and work; recognizing our spiritual needs; and acknowledging our Christian privileges and responsibilities; we, the members of West Nidaros Lutheran Church of Crooks, South Dakota, do hereby adopt this Constitution.

## **ARTICLE I. NAME AND INCORPORATION**

- 1.1 Name. The name of this congregation shall be West Nidaros Lutheran Church.
- 1.2 Reference. For the purpose of this Constitution the West Nidaros Lutheran Church is hereinafter referred to as the “Congregation.”
- 1.3 Incorporation. This Congregation is incorporated under the laws of the State of South Dakota.
- 1.4 Heritage. This Congregation recognizes and respects its heritage and history having been founded by Norwegian immigrants in Dakota Territory in 1868, growing and dividing on several occasions to form the sister congregations of East Nidaros Lutheran Church, Baltic Lutheran Church, and Renner Lutheran Church. Renner being released from the parish in 1957 and East Nidaros and Baltic in 1958, West Nidaros remained the sole survivor of the original parish, holding the charter and the by-laws.

## **ARTICLE II. AFFILIATION**

- 2.1 Affiliation. This Congregation shall be a member of the Evangelical Lutheran Church in America and of the South Dakota Synod of the Evangelical Lutheran Church in America, or their respective successors.
- 2.2 Disaffiliation. Disaffiliation from the Evangelical Lutheran Church in America and the South Dakota Synod of the Evangelical Lutheran Church in America shall be in accordance with the provisions contained in the By-Laws to this Constitution.
- 2.3 Dissolution. Dissolution of this Congregation shall be in accordance with the provisions contained in the By-Laws to this constitution.

## **ARTICLE III. CONFESSION OF FAITH**

- 3.1 Confession of Faith. This Congregation believes and confesses that the Holy Scriptures, including all the canonical books of the Old and New Testaments, are the Word of God revealed for the salvation of humankind and are, therefore, the ultimate source, rule, and authority in all matters of faith, doctrine, and life.
- 3.2 Statements of Doctrine. The Congregation accepts the following documents as confession of our faith: The Apostolic, the Nicene, and the Athanasian Creeds and unaltered Augsburg Confession and Luther’s Small Catechism. This Congregation also accepts the other documents in the Book of Concord of 1580—the Apology, Luther’s Large Catechism, the

Smalcald Articles, and the Formula of Concord—and recognizes them as the basis for its theology.

#### **ARTICLE IV. PURPOSE**

4.1 Purpose. The purpose of this Congregation shall be to proclaim and spread the Christian faith through the Means of Grace, to cooperate in the work and service of the Evangelical Lutheran Church in America, and to use the resources of the Congregation in the expression of Christian love.

#### **ARTICLE V. WORSHIP**

5.1 Worship. As an expression of unity with other member churches, the Congregation recognizes the desirability of using such forms of worship, including liturgies and hymn books, as are recommended by the Evangelical Lutheran Church in America. Only such variation as are approved by the Church Council of this Congregation shall be permitted.

#### **ARTICLE VI. POWERS OF THE CONGREGATION**

6.1 Supreme Authority. In all matters of Christian faith and life, the authority of the Word of God as confessed in their Constitution shall be supreme.

6.2 Congregational Authority. In all matters left undecided by the Word of God and not subject to civil laws, the Congregation shall have absolute authority and all powers necessary to fulfill the purposes of this Constitution. The power of the Congregation shall be exercised by the Church Council acting as the elected representatives of the Congregation as provided in this Constitution and By-Laws.

#### **ARTICLE VII. CONGREGATIONAL MEETINGS**

7.1 Congregational Meetings. All meetings of the Congregation and notice thereof shall follow the provisions in the By-Laws.

#### **ARTICLE VIII. MEMBERSHIP**

8.1 Membership. The members of this Congregation shall be those persons who are defined as members at the time this Constitution is adopted and those who are admitted thereafter. There shall be no membership restrictions with respect to race, color, national origin, age, or sex. Membership shall be maintained in accordance with the provisions in the By-Laws.

#### **ARTICLE IX. CLERGY**

9.1 Pastoral Call. Authority to call a Pastor or Pastors shall be exercised by the Church Council as provided in the By-Laws.

9.2 Qualifications. Only an ordained member of the clergy of a Lutheran Church or one who has been recommended by the Bishop may be called as a Pastor of this Congregation.

9.3 Duties. The duties of the Pastor and other matters pertaining to his/her service shall be included in a Letter of Call in accordance with the By-Laws.

9.4 Termination or Resignation. Termination or resignation of the Pastor shall be dealt with according to the provisions contained in the By-Laws.

#### **ARTICLE X. CHURCH COUNCIL**

10.1 Church Council. A Church Council shall be elected by the Congregation at its annual meeting to conduct the business of the Congregation. The number of members, manner of election, term of office, and time and frequency of meetings of the Church Council shall be as provided in the By-Laws.

**ARTICLE XI. OFFICERS OF THE CONGREGATION**

11.1 Officers. The officers of the Congregation shall be President, Vice-President, Secretary, Treasurer, and Financial Secretary. Their manner of election, term of office, and duties shall be as provided in the By-Laws.

**ARTICLE XII. COMMITTEES**

12.1 Committees. Committees to assist in the Congregation's work shall be appointed by the Church Council as provided in the By-Laws.

**ARTICLE XIII. LAY STAFF**

13.1 Lay Staff. The Congregation shall provide a lay staff to assist in the mission of the church, as provided in the By-Laws.

**ARTICLE XIV. BY-LAWS**

14.1 By-Laws. The Congregation may adopt by majority vote such By-Laws as it may determine are appropriate and necessary.

**ARTICLE XV. AMENDMENT**

15.1 Amendment. A proposed Amendment to this Constitution must be presented in writing at a regularly called meeting after giving thirty (30) days notice of the proposed Amendment. If the Amendment is approved at this meeting by a two-thirds (2/3) vote of those present and voting on the Amendment without change shall be required for adoption at this second meeting. The Amendment shall become effective upon its final ratification.

# **By-Laws to Constitution Of West Nidaros Lutheran Church**

Updated: July 2016

## **ARTICLE NAME AND INCORPORATION**

1.1

1.2

1.3

1.4 Recognition of Historical Materials. The Articles of Incorporation of this Congregation filed on August 15, 1887; the Amendment to the Articles of Incorporation filed on June 17, 1958; and the Articles of Amendment filed with the Secretary of State of April 22, 1960, are hereby acknowledged and incorporated in this Article by reference.

## **ARTICLE II AFFILIATION**

2.1

2.2 Disaffiliation. In the event that the congregation wishes to terminate its relationship with the Evangelical Lutheran Church of America, a special meeting shall be called for that purpose. If the resolution passes by a two-thirds majority of voting members present, notice of such action shall be sent to the Bishop of the Synod. A final vote shall be taken no sooner than ninety (90) days and no later than 120 days following the first meeting. The final vote to terminate shall require a two-thirds majority of the voting members present.

2.3 Dissolution. If the Congregation ceases to exist, title to undisposed property shall pass to the Evangelical Lutheran Church of America or to a body to be determined by the Congregation at the time of dissolution.

## **ARTICLE III RESERVED**

## **ARTICLE IV RESERVED**

## **ARTICLE V RESERVED**

## **ARTICLE VI RESERVED**

## **ARTICLE VII CONGREGATIONAL MEETINGS**

7.1 Notice of Meeting. Notice of the time and place of the annual meeting or of any special meeting of the Congregation shall be given not less than ten (10) days prior to the date of such meeting. Notice of such meetings shall be made by public announcement at the regularly scheduled worship services of the Congregation; Written notice may be given in the church publications or a mailing in lieu of the public announcement; Notice of congregational meetings may also be made by electronic means. For any special meeting of the Congregation, the purpose shall be specified in the notice of such special meeting.

7.2 Annual Meeting. The annual meeting of the Congregation shall be held during daylight hours on a Sunday during the month of January, the date and time to be determined by the Church Council. Alternative dates shall also be determined by the Council.

7.3 Special Meetings. Special meetings of the Congregation shall be held upon the call of the Church Council or upon the petition of not less than twenty-five voting members of the Congregation.

7.4 Place of Meeting. Unless otherwise specifically designated by the Church Council, all meetings of the Congregation shall be held on the church premises.

7.5 Membership List. Prior to each annual meeting or special meeting, the Secretary of the Congregation or an appointed representative shall have available a correct list of members entitled to vote at such meeting. Failure to comply with the requirements of this Section shall not affect the validity of any action taken at such meeting.

7.6 Quorum A quorum for any regular or special meeting of the Congregation shall consist of twenty-five voting members. If less than a quorum of voting members is present at a duly called meeting, a majority of those members present may adjourn the meeting and call for special meeting at such time and place as they may select. The members present at a duly organized and called meeting may continue to transact business until adjournment; even if enough members withdraw, leaving no less than a quorum. A majority of the members present may act to recess any meeting to reconvene at a designated time, date, and place.

7.7. Procedure. In any vote the simple majority shall prevail unless specified otherwise by law or by the By-laws. Votes may be cast only by an individual voting member who is present.

7.8 Order of Business. The order of business at the annual meeting of the Congregation shall be as follows:

1. Opening Devotions
2. Approval of Agenda
3. Approval of Minutes
4. Reports of the Pastor, Church Council, Church Boards and other reports
5. Election of Council members and Committee members
6. Approval of Budget
7. Unfinished Business
8. New Business
9. Closing Prayer
10. Adjournment

7.9 Manner of Voting. The vote upon all issues shall be in such manner as the President of Congregation shall direct, except that in the following cases, votes shall be cast by written ballot:

- (1) To adopt or amend the Restated Articles of Incorporation and Constitution or amend the By-Laws of the Congregation;
- (2) To call a Pastor or to request the resignation of the Pastor;
- (3) To disaffiliate the Congregation from membership in the Evangelical Lutheran Church in America;
- (4) To dispose of, encumber, or purchase real property;
- (5) In any other instance when requested by ten or more voting members of the Congregation.

7.10 Elections. No member shall be elected to any office unless he/she shall have received a majority of the votes cast in the election ballot. In any election in which more than a single ballot is required for a candidate to obtain the necessary majority, the second ballot shall be limited to those three candidates receiving the highest number of votes. If the second ballot is required for a candidate to obtain the necessary majority, the second ballot shall be limited to those three candidates receiving the highest number of votes. If a third ballot shall be required, it shall be limited to the two candidates receiving the highest number of votes in the second ballot.

7.11 Other Rules. In all matters not specifically provided for herein, procedure shall be in

general accord with Robert's Rules of Order, provided that such rules do not conflict with these by-laws.

## **ARTICLE VIII MEMBERSHIP**

8.1 Members. Any person who has been baptized in the Christian faith shall be eligible for membership in the Congregation. Any confirmed member shall be eligible to vote at congregational meetings.

8.2 Responsibilities of Membership. It shall be the privilege and/or duty of members of this congregation to

- (1) Make diligent use of the Means of Grace, both Word and Sacrament;
- (2) Live a Christian Life in accordance with the Word of God and the teachings of the Lutheran Church; and
- (3) Support the work of the Congregation and of the Evangelical Lutheran Church in America or its successor.

### 8.3 Discontinuance of Membership

(a) Members who move away shall be encouraged to transfer their membership. Should the member fail to request a transfer, a Lutheran congregation in the community in which the member resides shall be notified.

(b) Members who, in the judgment of the Church Council or its representatives, have failed to fulfill the responsibilities of membership may be placed on a non-participating list and shall be a concern of the Congregation.

8.4 Discipline. The Church Council shall be responsible for matters requiring discipline of members. Procedure shall be in accordance with the provisions of Chapter 19 of the ELCA Constitution.

## **ARTICLE IX**

9.1 Search Committee. When a vacancy in the clergy occurs, the Church Council or a committee of seven (7) to nine (9) elected by the Congregation shall act as a Search Committee to take such action as may be appropriate to interview and recommend a pastoral candidate to the Congregation.

9.2 Vote of Congregation. Upon the recommendation of a candidate by the Search Committee, the President of the Congregation shall call a special congregational meeting, at which time the Congregation shall approve or disapprove the recommendation. A two-thirds majority vote of the voting members present shall be required to approve.

9.3 Letter of Call. Upon the recommendation of the Congregation, the Church Council shall bear the signatures of the President and the Secretary of the Council. Letters of call shall specify salary, benefits, terms of payment, and the general mutual duties of the pastor and the Congregation.

9.4 Duties. The Church Council and the Pastor may, from time to time, review their mutual commitments as stated in the Letter of Call and may revise and amend the priorities regarding the pastor's duties.

9.5 Termination or Resignation. If a Pastor is not able to serve the Congregation satisfactorily, he/she may be asked to resign. Before the resignation is requested, however, the Church Council or its representatives shall have discussed the matter with the Pastor and with the

Bishop of the Synod. The recommendation to dismiss shall require a two-thirds majority vote of the entire Council. Upon passage of the recommendation, the President of the Congregation shall call a special congregational meeting, at which time the Congregation shall approve or disapprove the recommendation. A two-thirds majority vote of the voting members present shall be required to approve the dismissal.

In the event of the Pastor's resignation, the Congregation requests that he/she give at least (30) days' notice.

9.6 Council/Committee Status. The Pastor shall be an advisory, non-voting member of the Council and of the committees.

9.7 Annual Activity Plan. The Church Council and the Pastor shall annually develop a plan of action for the coming year.

9.8 Evaluation. The Church Council or its selected representatives shall conduct a performance review and evaluation with the Pastor at least annually.

9.9 Visiting Clergy. Clergy qualified according to this Constitution may occasionally perform pastoral functions in this congregation with the approval of the Church Council and its pastor or, in case of a vacancy in the pastorate, with the approval of the Church Council.

## **ARTICLE X CHURCH COUNCIL**

10.1 Membership. Any confirmed member is eligible to serve on the Church Council. The Church Council shall be composed of fourteen voting members, thirteen from the congregation at large and one from the West Nidaros Lutheran Church Women (LCW). At its organizational meeting the Council shall elect its President, Vice-President, and Secretary and shall designate members to serve as council representatives on each of the Key Ministry Areas.

### 10.2 Manner of Election and Terms of Office.

(a) The members of the Church Council shall be elected by the Congregation at its annual meeting. The members from the congregation at large shall be elected for three year terms. The member from the LCW shall be elected for a one year term.

(b) At the annual meeting of the Congregation after which these By-Laws become effective, the Congregation shall elect four members for a one-year term, four members for a two-year term and five members for a three-year term. Thereafter, at each annual meeting of the Congregation, Council members shall be elected as the terms expire.

(c) No council member may be elected to serve more than two successive terms.

(d) Any vacancy shall be appointed by the Church Council for the unexpired portion of the term.

### 10.3 Duties of the Church Council.

(a) The Church Council shall be responsible to carry out the mission as defined in the mission statement of the Congregation and annually shall review the viewpoints and objectives of the Key Ministry Area (KMA) committees. It shall supervise the Congregation's fiscal assets and its financial affairs. The Council shall also provide for representation at allied organizations.

(b) The Church Council shall not spend over \$10000 (ten thousand dollars) on non-budget items without the consent of the congregation.

(c) The Church Council shall elect a Treasurer and a Financial Secretary for

the Congregation who shall serve as advisory, non-voting members of council.

(d) A Church Council member or designee(s) shall assist the Financial Secretary with counting the offering immediately following the service.

(e) The Church Council shall provide orientation for its new members. It shall also provide training for performance review and evaluation and any other training as may be appropriate.

(f) The Church Council shall be responsible for seeing that the various committees carry out their functions.

(g) The Church Council may appoint and dissolve task forces as may be needed from time to time.

(h) The Church Council, may approve specified committees the ability to maintain checking accounts up to \$10,000 with oversight from the Council; and by providing a semi-annual report and submitting to an annual audit.

(I) The Church Council may approve acceptance of all non-established “designated memorials”.

10.4 Regular Meetings. The Church Council shall meet monthly at a date, time, and place designated by the action of the Council. There shall be a quorum of seven (7) members present to conduct the business of the Church.

10.5 Special Meetings. Special meetings of the Church Council may be called by the President or shall be called at the request of not less than four (4) members of the Council. There shall be a quorum of seven (7) members present to conduct the business of the Church.

10.6 Attendance at Meetings. Meetings of the Church Council are open to all members of the Congregation and members of the staff, except that the Council may, upon its resolution, meet in executive session. A request to make a presentation to the Church Council must be submitted to the President of the Council not less than five (5) days before the Council meeting.

10.7 Auxiliary Organizations. The establishment and operation of all auxiliary organizations shall be approved and may be monitored by the Church Council.

## **ARTICLE XI. OFFICERS OF THE CONGREGATION**

11.1 Manner of Election and Term of Office. The President, Vice-President, and Secretary of the Council shall be the President, Vice-President, and Secretary of the Congregation. The Treasurer and Financial Secretary shall be elected by the Church Council and may succeed themselves.

### 11.2 Duties.

(a) *President.* The President shall preside over meetings of the Congregation and of the Church Council. He/She shall convene the nominating committee and shall serve as a non-voting member of that committee. He/She shall have such other duties as are delegated by the Council or as are normally performed by the President.

(b) *Vice-President.* The Vice-President shall preside over meetings of the Congregation and/or the Church Council in the President’s absence. He/She shall undertake such other duties as may be assigned by the President of the Church Council.

(c) *Secretary.* The Secretary shall keep minutes of the meetings of the Congregation and of the Church Council and shall perform such other duties

that are delegated by the Council or as are normally performed by the Secretary.

(d) *Treasurer*. The Treasurer shall be custodian of all funds of the Congregation and shall disperse all funds in accordance with the budget and with the approval of the Council. The Treasurer shall annually prepare and submit to the Congregation a report of all receipts and disbursements during the preceding year and shall submit such report to the Congregation not less than ten (10) days prior to the annual meeting. The Treasurer shall prepare and provide such other reports concerning the financial condition of the Congregation as the Church Council may, from time to time, require. The Treasurer shall have such other duties as are designated by the Council.

(e) *Financial Secretary*. The Financial Secretary shall keep a record of all contributions to the church and shall prepare and distribute such statements to the members as are directed by the Church Council. The Financial Secretary shall be bonded. The Financial Secretary shall have such other duties as may be assigned by the Church Council.

## **ARTICLE XII. COMMITTEES**

### **A. KEY MINISTRY AREAS COMMITTEES**

#### **12.1 Membership.**

(a) Each Key Ministry Area (KMA) committee shall consist of a Council representative(s) and at least three members of the Congregation appointed by the Council to serve for one year.

(b) The Council representative shall serve as the liaison between the committee and the Council. Each committee shall select its own chairman and secretary.

12.2 Committee Meetings. Each KMA committee shall meet regularly.

12.3 Committee Responsibility. Each KMA committee shall have responsibility for its designated area and shall be accountable to the Church Council. Each committee shall provide a report of its activities to the annual meeting of the Congregation. Each committee shall also provide such other information and reports as the Church Council may from time to time request.

#### 12.4 Number of Key Ministry Area Committees, Viewpoints, and Objectives.

(a) *Evangelism and Missions.*

Viewpoint: We believe that the mission of West Nidaros is the proclamation of the Gospel to all people.

Objective: To make the members of our church aware of what God has done for them and to share these blessings with others.

(b) *Local Ministry.*

Viewpoint: We believe that we have responsibility for the spiritual and physical needs of the members of our Congregation.

Objective: To minister to the spiritual and physical needs of the members of the Congregation, both collectively and individually.

(c) *Christian Education.*

Viewpoint: We believe that ongoing Christian education is vital to the spiritual life and health of all members of the Congregation.

Objective: To provide a program of Christian education for the spiritual growth of the individual and of the Congregation.

(d) *Worship and Devotional Life*

Viewpoint: We believe that worship and devotional life are necessary for the strengthening of our Christian faith.

Objective: To provide opportunities for fellowship and devotional life for our members.

(e) *Stewardship*

Viewpoint: We believe that God expects responsible stewardship of all our gifts.

Objective: To create an awareness of responsibility in the stewardship of our gifts—time, talents, treasures.

(f) *Membership*

Viewpoint: We believe that God chose all people; thus, everyone belongs to the body of Christ.

(g) *Properties*

Viewpoint: We believe that church properties are necessary to effectively carry out the work of the Church.

Objective: To maintain all Church properties in the best possible condition for the benefit of the Church and its mission.

(h) *Administration*

Viewpoint: We believe that administration is necessary to coordinate and promote the program of the Church.

Objective: To implement the program of the Church.

(I) *Endowment and Memorial Foundation*

Viewpoint: We believe that we have a responsibility to faithfully manage accumulated, inherited and appreciated resources of the congregation.

Objective: To receive and hold donations, gifts and contributions for the enhancement of the mission of West Nidaros Lutheran Church apart from the general Operation of the Congregation

Structure: The committee shall consist of five members all of whom

shall be voting members of the West Nidaros Lutheran Church and nominated by the Church Council. The term of each member shall be three years. No member shall serve more than two consecutive three year terms. The Endowment and Memorial Foundation will have a non-voting Council representative and will function under the guidelines set forth in the Resolution (Addendum: 1A dated January 2000).

12.5 Duties. Each KMA Committee shall establish long and short-term goals and at least annually shall review and/or revise these goals.

## B. SUPPORT COMMITTEES

### 12.6 Committees, Membership and Duties.

(a) Member Relations Committee. The Member Relations Committee shall consist of the President of the Congregation, a member of the Administration Committee selected by that Committee, and two members of the Congregation appointed yearly by the President. The committee shall meet as often as necessary to address concerns and shall select a representative(s) to listen to concerns.

(b) Nominating Committee. The Nominating Committee shall consist of five (5) voting members not presently serving on the Church Council. The Committee members shall be elected by the Congregation at the annual meeting. The Chairman of the Congregation shall be responsible to convene the Nominating Committee and shall serve as a non-voting member. The Church Secretary shall furnish the Nominating Committee with a list of the current membership and any other pertinent information.

The Nominating Committee shall determine nominees for those Council members whose terms have expired except that the nominee for the expired term of the member from the LCW shall be determined by the LCW at a regular business meeting of the LCW, and that name submitted to the Nominating Committee to be included on the ballot. The Nominating Committee shall contact nominees to make them aware of the duties that membership on the Council requires.

(c) Church Grounds Committee. The Church Grounds Committee shall consist of three members who shall be appointed by the Church Council. Their duties shall be to plot, record, and sell lots in the cemetery and to maintain the church grounds.

(d) Auditing Committee. The Auditing Committee shall consist of two members who shall be elected by the Congregation at the annual meeting to audit the financial records of the Congregation.

(e) History Committee. The History Committee shall consist of three members who shall be appointed by the Church Council to keep an ongoing record of the history of the Congregation and to collect historical artifacts. The History Committee shall be under the supervision of the Administration Committee.

(f) Mutual Ministry Committee. The Mutual Ministry Committee may be composed of six members, three to be appointed each year for a term of two years. This committee shall be appointed jointly by the Council President and Pastor (or Sr. Pastor). Committee members will hold no other office in the congregation during their term. The Mutual Ministry Committee shall be under the supervision of the Administration Committee

### **ARTICLE XIII. LAY STAFF**

13.1 Lay Staff. It shall be the responsibility of the Church Council to determine the number and positions of the lay staff.

13.2 Employment. The Church Council shall determine the terms of employment for lay staff.

13.3 Personnel Policies. In the performance of their duties, members of the lay staff shall be subject to their duties, members of the lay staff shall be subject to procedures defined by the Church Council regarding such matters as hours of work, holidays and vacations, leaves of absence, salary scale, evaluation, and termination.

### **ARTICLE XIV. BY-LAWS**

14.1 By-Laws. Any amendment to these By-Laws may be adopted by the majority vote of those voting members present and voting at any annual or special meeting of the Congregation, provided that notice of such amendment is given in the same manner as notice of the annual meeting.

14.2 Effective Date. Any amendment to these By-Laws shall become effective, unless otherwise specified by its own terms, upon its adoption.

*Revised 07-2016*