Constitution and Bylaws of Faith Evangelical Lutheran Church Ottawa, Ontario

Faith Evangelical Lutheran Church, located in Ottawa, Ontario.

Date of Congregational Approval: _____

Date of Synod Council Approval: _____

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PREAMBLE

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

Recognizing that the Church of Jesus Christ and its unity is found in "the assembly of believers among whom the Gospel is preached in its purity and the Holy Sacraments are administered according to the Gospel," and desiring to unite as a congregation in the common confession, defense and proclamation of our faith in Jesus Christ our Saviour, we the members of the Church of Christ adopt this constitution and bylaws and pledge ourselves to be governed by their provisions.

CONSTITUTION

ARTICLE I

Name

Section 1. The name of this congregation shall be Faith Evangelical Lutheran Church located in Ottawa, Ontario.

~~Section 1. *Name of incorporating Act*~~

~~*Date of incorporation*~~

~~*Incorporation number*~~

ARTICLE II

Confession of Faith

The Confession of Faith shall be that of the Evangelical Lutheran Church in Canada (ELCIC) as follows:

Section 1. This congregation confesses the triune God—Father, Son and Holy Spirit—as the one true God. It proclaims the Father as Creator and Preserver; His Son, Jesus Christ, as Redeemer and Lord; and the Holy Spirit as Regenerator and Sanctifier.

Section 2. This congregation confesses that the gospel is the revelation of God's saving will and grace in Jesus Christ, which He imparts through Word and Sacrament. Through these means of grace the Holy Spirit creates believers and unites them with their Lord and with one another in the fellowship of the Holy Christian Church.

Section 3. This congregation confesses the Scriptures of the Old and New Testaments as the inspired Word of God, through which God still speaks, and as the only source of the church's doctrine and the authoritative standard for the faith and life of the church.

Section 4. This congregation subscribes to the documents of the *Book of Concord of 1580* as witnesses to the way in which the Holy Scriptures have been correctly understood, explained and confessed for the sake of the gospel, namely:

a. the Apostles', the Nicene, and the Athanasian Creeds as the chief confessions of the Christian faith;

b. the unaltered *Augsburg Confession* as its basic formulation of Christian doctrine;

c. *Luther's Small Catechism* as a clear summary of Christian doctrine; and

d. the *Apology of the Augsburg Confession*, *Luther's Large Catechism*, the *Smalcald Articles with the Treatise*, and the *Formula of Concord* as further witnesses to the unaltered *Augsburg Confession*.

ARTICLE III

Purpose and Objectives

Section 1. This organization shall be carried out without purpose of gain for its members, and any profit and other gains to the organization shall be used in promoting its objectives.

Section 2. This congregation is a worshipping, learning, witnessing and serving community of baptized persons among whom the Word is proclaimed and the Sacraments are administered according to the Gospel, and whose existence is recognized by the ELCIC. It shall provide support to enable the fulfillment of the mission and ministry of the ELCIC.

a. **Worship**. This congregation, remembering God's mighty acts in the past, celebrating God’s abiding presence, and moving toward God’s promised fulfillment, will listen to the Word of God in Scripture and preaching, receive the Sacraments, and respond with confession, prayer, praise, thanksgiving, and with tithes and offerings. In order to assist members to acknowledge God's rule over their lives, their own unity as Christ's body on earth, and to express their relationship with God in public and in private, the congregation shall gather for worship regularly and, in accordance with the traditions of the Lutheran Church, recruit, equip and support members for leadership in worship, use appropriate worship materials, and make certain that worship has a place in other functions of the congregation.

b. **Learning**. This congregation shall develop an educational program designed to assist persons to grow in grace and faith and in the knowledge of the Scriptures and the Lutheran Confessions for service and witness in the world. To this end, it shall provide learning opportunities with appropriate curriculum, shall recruit, equip and support educational leaders, and shall ensure that adequate study undergirds all functions of the congregation.

c. **Witnessing**. This congregation, relying on the Holy Spirit, shall proclaim the Gospel by word and deed and thereby invite all people to repent and believe. This congregation shall recruit, motivate, equip and support its members to witness to their faith at every opportunity in daily life so that the Lord is glorified, the fellowship is strengthened, the lapsed are restored and new members are added to the congregation. It shall provide for the communication of the Gospel through partnership with the wider Christian community. It shall assure that all congregational functions witness to the faith of the church.

d. **Service**. This congregation shall live by faith active in love. It shall motivate, equip and support its members to: minister in daily life; participate as members of a caring community; serve as Christians in all the institutions and structures of the society of which they are a part; and promote justice and reconciliation, meet human needs and alleviate suffering, both individually and corporately. In these efforts, this congregation shall cooperate with the synod and the ELCIC, other Christian churches, faith communities and groups in society. It shall make certain that all its functions strengthen the motivation and ability for service.

e. **Support**. This congregation, in faithfulness to God, shall provide leadership, organizational structures, facilities and funds to enable fulfillment of its functions. This congregation shall strive to maintain effective stewardship practices, evaluate regularly the total life and ministry of this congregation, and recruit, equip and support members of this congregation to provide for these activities.

BYLAWS

PART I

Membership

Section 1. United in one Lord, one faith and one baptism, the members of the congregation are to be constant in worship and in the study of the Holy Scriptures, regularly nourishing their life in Christ in the partaking of the Sacrament of Holy Communion, presenting their children for Holy Baptism and providing for their Christian instruction.

The members are called by the Spirit to lead godly lives, to promote the unity and welfare of this congregation in the bond of peace, to proclaim the Gospel and to renounce the evil one. The commitment of each baptized member to this call is to be expressed through the ELCIC, its synods and this congregation by a life of repentance, faith, prayer and the sharing of resources.

Section 2. The membership of this congregation consists of those persons who:

a. have been baptized in this congregation;

b. having been previously baptized in the name of the Triune God, have been received by:
   i. transfer from another Lutheran congregation, or another congregation of a church in full communion with the ELCIC,
   ii. confirmation, or
   iii. affirmation of faith.

Section 3. A list of members shall be maintained on the membership roster.

Section 4. Voting members, as defined in PART VI, Section 1, who have not, for a period of one (1) year, partaken of the Sacrament of Holy Communion, supported and participated in the life and worship of the congregation are placed on a responsibility list. The member will, when practicable, be contacted by the rostered minister and/or a Congregational Council member who will encourage the member to active membership.

Section 5. Prior to each annual meeting of the congregation, the Congregational Council shall review the membership roster to ensure that:

a. changes have been recorded;

b. voting members who have not, for a period of one (1) year, partaken of the Sacrament of Holy Communion, supported and participated in the life and worship of the congregation are placed on the responsibility list; and

c. those members on the responsibility list who have not, for a further period of one (1) year, returned to active participation shall be removed

from the membership roster. Anyone so removed shall be given written notice of the council's action.

Section 6. In special circumstances, the Congregational Council may, in its sole discretion, leave a member on the membership roster.

Section 7. Membership in the congregation shall be terminated by any of the following:

a. death;

b. resignation;

c. transfer or release;

d. exclusion as a result of discipline; or

e. removal from membership roster (Section 5).

PART II

Reconciliation and Discipline of a Member

Section 1. In situations when a member:

a. causes strife or division within the congregation;

b. advocates doctrines which are contrary to the Holy Scriptures and the Confessions of the Church; or

c. has engaged in conduct that is unbecoming a member of the body of Christ;

the goal of the congregation shall be reconciliation using restorative practices and/or mediation in accordance with Matthew 18:15-18.

Section 2. When, in the opinion of the Congregational Council, reconciliation cannot be achieved, the Congregational Council shall administer discipline. A person who is requested to appear before a properly called meeting of the Congregational Council shall be advised in writing no less than ten (10) days prior to the hearing. The written notice shall include the time and place of the hearing and shall specify the exact reason for the hearing. If a person fails to appear at the time and place without valid excuse, the Congregational Council, with a quorum present, may proceed with the hearing and may reach its conclusion in the member's absence. Should the Congregational Council by a two-thirds (2/3) vote support disciplinary action, the Congregational Council shall impose one of the following:

a. censure before the Congregational Council or the congregation;

b. suspension from membership until evidence is given of sufficient repentance and amendment;

c. exclusion from membership and participation in the life of the congregation.

In the event of the imposition of (b) or (c) above, the action of the Congregational Council shall be in writing.

Section 3. There shall be a right of appeal to the congregation according to a policy approved by the Congregational Council and shall include consultation with the bishop of the synod.

Section 4. Right of further appeal from a decision of the congregation shall be as provided in the constitution and bylaws of the synod.

PART III

Authority

Section 1. This congregation shall operate in accordance with this constitution and bylaws, including owning its own property, making decisions in regard to its programming, calling its rostered minister(s) after consulting with the bishop of the synod, and is subject to the authority of the ELCIC and its synods as expressed in their constitutions and bylaws as enacted from time to time retaining authority in all other matters that have not been committed to the ELCIC or its synods in their constitutions or bylaws or by subsequent enactments.

Section 2. The congregation shall operate in accordance with all applicable laws and regulations.

Section 3. The authority of the congregation shall be vested in the congregational meeting, called and conducted in the manner provided in these bylaws, and in the Congregational Council and its committees as provided by these bylaws or as assigned by the congregational meeting.

Section 4. Real property shall not be purchased, disposed of or encumbered in any manner except by resolution adopted by no less than a two-thirds (2/3) majority vote of the members present and voting at a properly called meeting of the congregation.

Section 5. The Congregational Council shall advise the bishop of the synod when the congregation is:

a. experiencing strife and division;

b. finding it impractical to function according to its bylaws (e.g. holding regular Congregational Council meetings; holding an annual meeting; electing the required number of Congregational Council members; complying with corporate, income tax or other legal obligations; obtaining quorum for congregational meetings; operating and fulfilling its purpose and objectives (ARTICLE III); fulfilling its duties and obligations with being part of the ELCIC (PART IV, Section 2);)

c. desiring to relocate, merge or amalgamate with another congregation;

d. considering dissolution; or

e. considering gifting or disposing of a portion of its assets (including real property) valued in excess of 25% of its operating budget.

Section 6. Should this congregation's membership so diminish in numbers or resources as to render it impossible or impractical for the congregation to function according to

its constitution and bylaws, the bishop of the synod shall arrange a consultation with any remaining members after which Synod Council may deem the congregation defunct. If the congregation is deemed to be defunct, the Synod Council shall appoint trustees, including where feasible, members of the former congregation, who shall take charge and control of the property of said congregation to hold, manage and convey the same on behalf of the former congregation.

Section 7. Should this congregation wish to merge with another congregation that is a member of the synod of which this congregation is a member congregation, or should this congregation, with the consent of the synod, wish to merge with another congregation from another denomination~~, this congregation shall do so~~:

a. this congregation shall do so only in accordance with a resolution adopted by no less than two-thirds (2/3) of the members present and voting at a properly called meeting prior to such merger, and all property real, personal and mixed shall be transferred or disposed of; and~~,~~

b. the proceeds of such disposition shall be distributed or the property shall be transferred in accordance with such resolution adopted by no less than two-thirds (2/3) of the members present and voting at a properly called meeting.

Section 8. Should this congregation dissolve for whatever reason, other than by merger with another congregation of the ELCIC, and after payment of all debts and liabilities, in accordance with the resolution adopted by no less than two-thirds (2/3) of the members present and voting at a properly called meeting of this congregation prior to the dissolution, all property real, personal and mixed shall vest in the synod of which it is a part, its successor or assigns.

PART IV

Relationship to the Evangelical Lutheran Church in Canada (ELCIC)

Section 1. This congregation is and shall be a part of the ELCIC or its successor and of the synod within whose boundaries it is located or to which it has otherwise been assigned.

Section 2. This congregation claims for itself all the rights and privileges and accepts all the duties and obligations connected with being part of the ELCIC. In so doing, this congregation recognizes it is subject to the constitution, bylaws and enactments of the ELCIC and of the synod as having governing force in its life.

Section 3. This congregation covenants to support faithfully with prayer, personal service and offerings the common work of the ELCIC and of the synod.

Section 4. This congregation operates under these synodically approved constitution and bylaws that are in accordance with the constitution and bylaws of the ELCIC and of the synod of which it is a part.

Section 5. Should the congregation consider severing its relationship with the ELCIC, it shall confer with the bishop of the synod before any formal steps are taken leading to such action. Subsequent to such consultation with the bishop of the synod, a motion to sever the relationship with the ELCIC may be considered at a special meeting of the congregation. This decision shall require a two-thirds (2/3) majority vote. Notice of the motion and the date and time of the congregational meeting shall be sent by registered mail to the bishop of the synod at least 30 days before the meeting. Such decision shall not be effective until the bishop of the synod has been notified and the initial decision has been ratified by a two-thirds (2/3) majority vote at a subsequent properly called and conducted meeting held not less than 90 days and not more than 150 days after the first meeting. Notice of the date and time of the second meeting shall be sent by registered mail to the bishop of the synod at least 30 days prior to the meeting.

PART V

Office of the Ministry

Section 1. A rostered minister of the congregation shall be a person whose soundness in the faith, aptness to teach and educational qualifications have been examined and approved by the ELCIC, and who has been properly ordained or consecrated, who accepts and adheres to the Confession of Faith of the ELCIC, and who strives in life and conduct to be above reproach.

Section 2. Authority to call and retain a rostered minister shall rest in the congregation. Such authority shall be exercised by not less than a two-thirds (2/3) majority vote of members present and voting at a meeting properly called for that purpose. Throughout the call process, the Congregational Council, or a committee authorized by the congregation(s), shall seek the advice and counsel of the bishop of the synod.

Section 3. Only a minister on the roster of the ELCIC or one who is recognized for call by a synod of the ELCIC may be called as a minister of the congregation.

Section 4. The regular call of this congregation when accepted by a rostered minister shall constitute a relationship which shall be terminated for the following causes:

a. the resignation of the rostered minister;

b. the retirement of the rostered minister;

c. disqualification of the rostered minister through discipline;

d. division of a pastoral charge;

e. the physical or mental incapacity of the rostered minister;

f. continued neglect of ministry; or

g. inability to conduct the pastoral office satisfactorily in the parish in view of local conditions, without reflection on the moral and spiritual character of the rostered minister.

In the last three contingencies, the procedures provided for in the constitution and bylaws of the synod shall be followed.

Section 5. In the event of alleged defection in doctrine or alleged conduct unbecoming a rostered minister, the matter shall be referred by the Congregational Council to the bishop of the synod for action as provided for in the constitution and bylaws of the ELCIC.

Section 6. At a time of pastoral vacancy, the Congregational Council shall select an interim minister after consultation with the bishop of the synod. All interim and supply ministers shall refrain from exerting influence in the call process of the congregation.

PART VI

Congregational Meeting

Section 1. Voting members at any meeting of the congregation shall be those members on the membership roster who have attained the age of fourteen (14) as of the date of the meeting.

Section 2. The bishop of the synod or his/her designate shall be entitled to attend and speak at any meeting of the congregation.

Section 3. The annual meeting of the congregation shall be held within three (3) months of the congregation's fiscal year end.

Section 4. Special congregational meetings may be called by the Congregational Council and shall be called at the written request of one-tenth (1/10) of the voting members. The notice for each special meeting shall specify its purpose and no other business shall be transacted.

Section 5. Written notice of all congregational meetings shall be sent by mail or electronic mail to all voting members and the rostered minister(s) under call to the congregation at least ten (10) days in advance of the date of the meeting.

Section 6. The quorum for all congregational meetings shall be 30 voting members present.

Section 7. Proxy or absentee voting shall not be permitted in the transaction of any business of the congregation.

Section 8. *Bourinot's Rules of Order*, latest edition, shall be the governing parliamentary law of this congregation, except as otherwise provided in the constitution and bylaws of the ELCIC or in these bylaws.

PART VII

Congregational Council and its Officers

Section 1. At its annual meeting, the congregation shall elect a Congregational Council of nine (9) members ~~(no fewer than six (6))~~ for terms of three (3) years each ~~with approximately half of the terms expiring annually.~~ . No member of Congregational Council shall be eligible to serve for more than two (2) consecutive terms. The members of the Congregational Council must be voting members of the congregation.

Section 2. Rostered minister(s) under call to the congregation shall not be a member of the Congregational Council but shall be entitled to receive notice of, attend and speak at all regular or special meetings of the Congregational Council and all its committees.

Section 3. All members of the Congregational Council shall be installed by a rostered minister at the next public service following their election or as soon thereafter as convenient.

Section 4. At its first meeting following the annual meeting of the congregation, the Congregational Council shall elect from its own membership a Chairperson, a Vice-Chairperson and a Secretary who shall be Chairperson, Vice-Chairperson and Secretary of the congregation. ~~The council shall elect a treasurer who need not be a member of the Congregational Council but shall be a member~~These individuals will be the Officers of the congregation.

Section 5. On an annual basis, the Council shall elect both a Treasurer and a Financial Secretary, who need not be members of the Congregational Council but shall be members of the congregation.

~~**Section 5.**~~**Section 6.** The Congregational Council shall be the trustees of the congregation and shall have general oversight of the life and activities of the congregation ensuring that everything is done in accordance with the Word of God and the faith and practice of the ELCIC. The Congregational Council shall exercise such authority as is delegated to it by its constitution and bylaws, and the resolutions of the congregation, and may adopt such policies not in conflict with these documents as needed to carry out its mandate.

~~**Section 6.**~~**Section 7.** A majority of members of the Congregational Council shall constitute the quorum for transacting the business of the Congregational Council.

~~**Section 7.**~~**Section 8.** If a vacancy occurs on the Congregational Council, the Congregational Council is empowered to fill the vacancy until the next annual meeting of the congregation. Should the unexpired term be one (1) year or less, it shall not be considered in determining eligibility for re-election.

~~**Section 8.**~~**Section 9.** A member of the Congregational Council who is absent from two (2) consecutive regular meetings shall be contacted by the Chairperson of the

congregation. If the member is absent from three (3) consecutive regular meetings without valid excuse, the Congregational Council may declare the position vacant.

~~Section 9.~~**Section 10.** The Congregational Council shall declare vacant the position of any council member whose membership in the congregation is terminated as provided for in these bylaws. The Congregational Council may declare vacant the position of any council member who has been suspended from membership in the congregation by disciplinary action of the council or has been censured by a two-thirds (2/3) vote of the members of Congregational Council for behaviour that is inconsistent with the policies of the Congregational Council and/or the congregation.

~~Section 10.~~**Section 11.** A rostered minister under call to the congregation, the Chairperson or any three (3) members of the Congregational Council may call a special meeting. Notice of such meeting shall be given not less than three (3) days prior to the meeting and shall be announced at a regular service if one is held during that period.

~~Section 11.~~**Section 12.** The Congregational Council shall:

a. lead the congregation in stating its mission, doing long-range planning, setting goals and priorities and evaluating its activities in the light of its mission and goals;

b. seek to involve all members of the congregation in worship, learning, witness, service and support;

c. provide support for the rostered minister(s) and other professional leaders, assist them to review and evaluate their ministry and review annually their financial compensation making adequate adjustments;

d. exemplify for the congregation the life that is worthy of the high calling in Christ;

e. promote congregational unity and good will, fostering mutual understanding in times of conflict through reconciliation and exercising discipline, when necessary, under the provision of these bylaws;

f. arrange for pastoral service during the sickness or absence of the rostered minister(s);

g. appoint or elect all staff, voluntary or salaried, for the effective administration of all aspects of parish life;

h. appoint such committees as may be considered necessary or advisable;

i. normally meet once a month;

j. be responsible for the financial management of the congregation, including maintaining and protecting the property of the congregation;

k. obtain insurance protection that:
   i. provides coverage for fraud committed by an employee or volunteer of the congregation; and
   ii. limits the liability of the members of the Congregational Council~~;~~ and the rostered minister(s);

l. prepare an annual budget, supervise the expenditure of funds and ensure that the financial affairs of the congregation are conducted efficiently;

m. ensure that the annual budget for adoption by the congregation includes adequate support for the church at large and that regular monthly benevolence monies are forwarded; ~~and~~

n. emphasize the partnership of the congregation with the synod and the ELCIC and encourage support for the work of the church at large; and

o. ensure an annual audit or review of year-end financial statements.

~~**Section 12.**~~**Section 13.** Congregational Council members may participate in a meeting of the council by means of electronic facilities that permit all persons participating in the meeting to hear each other. Each council member participating in such a meeting by such means is deemed to be present at the meeting.

~~**Section 13.**~~**Section 14.** The Congregational Council may conduct a vote of the Congregational Council via email. Protocol for conducting these votes shall be outlined in a policy approved by the Congregational Council. Results of the vote shall be recorded in the minutes of the next Congregational Council meeting.

~~**Section 14.**~~**Section 15.** Conflict of interest:

a. A Congregational Council member shall declare a conflict of interest and will not take part in any discussion or vote if he or she or any member of their immediate family in any way, directly or indirectly, benefits from an existing or proposed contract, transaction or arrangement with the congregation.

b. The Congregational Council may declare that a real or perceived conflict of interest exists with a council member and that member will not participate in any discussion or vote.

PART VIII

Duties of the Congregational Council Officers

Section 1. The Chairperson shall preside at all meetings of the Congregational Council and of the congregation. The agenda shall be prepared in consultation with the rostered minister.

Section 2. The Vice-Chairperson shall preside at the meetings of the Congregational Council and of the congregation in the absence of the Chairperson. In the event that the Chairperson and Vice-Chairperson are absent, the chair of the meeting will be chosen by the quorum present.

Section 3. The Secretary is accountable for keeping the minutes of the Congregational Council and of the congregation in a volume provided by the congregation, which shall be permanently preserved in the congregational archives.

PART IX

Duties of the Treasurer and the Financial Secretary

Section 1. The Treasurer shall:

~~a. keep or cause to be kept proper accounting records;~~

a. be responsible for ~~the deposit of money, the safekeeping of securities and~~ the disbursement of the funds of this congregation;

b. make monthly remittance of benevolence receipts to the treasurer of the synod;

c. keep or cause to be kept a proper set of ~~books~~accounting records showing accurately the financial position of this congregation;

~~b. ensure that receipts are issued for all contributions;~~

d. render to the Congregational Council, whenever requested by such, an account of all transactions as treasurer and of the financial position of this congregation;

e. have prepared for submission to the annual meeting a set of financial statements of this congregation since the previous annual meeting;

~~c. ensure an annual audit or review of year-end financial statements;~~

f. when requested to do so by the Congregational Council, prepare or have prepared interim financial statements; and

g. perform such other duties as may from time to time be directed by the Congregational Council.

Section 2. The Financial Secretary shall:

a. be responsible for the deposit of money and the safekeeping of securities;

b. organize a schedule and roster of responsible and qualified persons who will count and deposit the offerings from worship services;

c. ensure that receipts are issued for all contributions; and

d. report to the Congregational Council when requested or considered necessary.

~~PART IX~~PART X

Amendments

Section 1. Amendments to this constitution or bylaws, with the exception of ARTICLE II, may be proposed by the Congregational Council and shall be proposed by the council at the request of five (5) voting members. Such proposed amendments shall:

a. be reviewed by the Congregational Council;

b. be distributed to the voting members, along with the recommendation of the Congregational Council, not less than 30 days before the meeting at which they are to be considered;

c. require a two-thirds (2/3) majority vote of those present and voting in order to be approved;
   i. amendments to the proposed amendment may only be considered in order to clarify the intent of the proposed amendment and require a two-thirds (2/3) majority for approval;
   ii. any changes to the basic intent of the proposed amendment shall require an additional meeting with at least 30 days' notice;

d. become effective upon official notice and approval by the Synod Council.

Section 2. This constitution and bylaws, and all amendments thereto, shall be transmitted to the synod for review and to ascertain that none of its provisions are in conflict with the constitution and bylaws of the ELCIC or with the synod constitution and bylaws.

Section 3. If, in the judgment of the National Church Council, an amendment of this constitution or bylaws is required, the secretary of the ELCIC shall provide official communication to that effect which will include a draft of the recommended amendment. Adoption of such an amendment shall then be in order at the next properly called meeting of the congregation. Two-thirds (2/3) majority vote of those present and voting shall be required. Confirmation of approval shall be submitted to Synod Council.