

The Constitution
of the
Evangelical Lutheran Conference & Ministerium
(ELCM)
of North America

(Officially adopted on September 7, 1999 at Faith Evangelical Lutheran Church, 1320 Rte 764, Duncansville, Pennsylvania 16635 : (Amended at the 1st Triennial General Conference held September 2002; Amended March 11, 2009 by Executive Board action regarding Subscription per 3rd Triennial General Conference discussion with affirmation by ELCM Pastors and Congregations. Amended at 4th Triennial of 2011. Amended December 4, 2012)

Preamble

We, the Evangelical Lutheran Congregations and Ministerium Pastors connected with the *Evangelical Lutheran Conference and Ministerium*, for ourselves and our successors, do hereby adopt and subscribe the following National Constitution:

Article I
Name, Incorporation, & Indemnity.

Section 1.

The name, style, and title of this body shall be, The Evangelical Lutheran Conference & Ministerium of North America , henceforth referred to in this document and all bylaws referred as ELCM. The ELCM shall be an Incorporated National Synodical federation, fellowship, and association of Confessional Centrist Lutheran Congregations and Pastors in North America and other locales and shall make provision in the Bylaws for Indemnification for Officers, Board and Committee members.

Article II
Doctrinal Foundation

Section 1.

ELCM receives and holds the Canonical Scriptures of the Old and New Testaments as the immutable Word of God and as the only infallible rule and norm of faith and practice; and it receives and holds the Unaltered Augsburg Confession and the Small Catechism of Luther as correct exhibitions of the faith and doctrine of our Church as founded upon the Word.

Article III
The Secondary Symbols

Section 1.

ELCM recognizes the Apology of the Augsburg Confession, The Treatise on the Power and Primacy of the Pope, the Smalcald Articles, the Large Catechism of Luther, and the Formula of Concord (Solid Declaration & Epitome) as true expositions of Holy Scripture and Lutheran doctrine with great historical and interpretative value.

Article IV
Delegates and Voting Privileges.

Section 1.

a. A General Conference Synod Convention of ELCM shall consist of all rostered member congregations and of all rostered member clergy which are now connected with it, or may hereafter join themselves thereunto, and who shall subscribe the Doctrinal, Constitutional foundations of this body, All previous consensus Policies, the Good Order Policy of ELCM and who have been duly acknowledged as members thereof and who continue membership in good standing.

b. There shall be three categories of membership for each component (Congregations & Pastors) of ELCM. These categories shall be:

- 1) Provisional,
- 2) Associate, and
- 3). Voting

c. Each voting member congregation shall be entitled to one (1) vote and each voting member Pastor shall be entitled to one (1) vote at all general Conferences of ELCM on the National level and at any Synodical or District ELCM General Conferences to which the congregation or Pastor is a member.

d. All other categories of membership shall be entitled to the privilege of voice only.

e. All voting at General Conferences of ELCM, its regional entities, governing boards, commissions and committees unless otherwise stipulated in the Bylaws, shall be in accord with the rule of general consensus.

f. Any principle of majority rule shall always be in terms of a "Super majority" and shall only be included in the By-laws as a provision for situations in which impasse has developed regarding matters deemed essential in the normal operation of ELCM or one of its regional entities

Article V Officers

Section 1.

a. Voting representatives of member congregations (who shall to the best of their ability always be representative of their respective congregation) and voting member pastors of ELCM shall, at each Triennial General Conference meeting of ELCM, choose by ballot, from among their number, a President, a Vice President, and a Secretary; and shall choose from among their own number or elsewhere, a Treasurer. The voting member pastors shall choose from the roster of Member Pastors by ecclesiastical ballot one of their number to serve in the office of ELCM Dean.

b. These officers shall continue in office until the next meeting of the Triennial General Conference of ELCM, and serve until such time as others have been chosen to hold office in their stead.

c. The same person is at all times re-eligible to serve in office subject only to the limit of consecutive terms specified in the Bylaws; but no one may be elected to the offices of ELCM President or Ministerium Dean except rostered ordained Pastors of ELCM who are under Official Call to an ELCM congregation or to an ELCM entity. Those elected to these offices shall in all instances be Pastors who hold a Master of Divinity or its equivalent Academic Degree.

d. The Vice President of ELCM shall be an active Lay leader of a voting member congregation of this ELCM.

e. The respective offices of Secretary and Treasurer may be held by either lay or clergy providing only that the laity are active members of voting member congregations and that the clergy are rostered Ministerium members of ELCM who have earned the academic degree or its equivalent of MDiv who are serving under Official Call to a member congregation of ELCM or an ELCM entity.

f. The Dean of ELCM shall be a rostered member pastor of ELCM who is under Official Call to an ELCM member congregation or who is under call by the Executive Board of ELCM.

g. The persons holding these elected offices in ELCM at the National level shall together with the Presidents and Vice Presidents of ELCM Member Synods constitute the Executive Board of ELCM

Section 2.

a. The President of ELCM shall act as chairman of the General Conference of ELCM; and may take part in the General Conference discussions and voting as any other member, but shall normally not originate motions.

b. The President shall subscribe all letters, written advice, resolutions, and proceedings of the ELCM. In extraordinary cases, and by request of 1/4 of the rostered member pastors and rostered member congregations, or by the request of 1/3 of the

member ELCM regional Synod's, he shall convene a special ELCM General Conference session for the purpose of dealing with matters specifically addressed by the respective request (s).

c. In case the business of the Secretary becomes too burdensome for one person to execute, the President of ELCM shall with the concurrence of the Secretary and the Executive Board, appoint an Assistant Secretary, and make known to him what portion of labor he is to undertake.

Section 3.

a. The Secretary shall keep a journal of the proceedings, write, attest [Attestation is understood to be verification. It is not an act of veto authority], and take care of all the documents and writings, publish the time and place of the meetings of ELCM in the papers of ELCM, at least two months beforehand, and, in case of a special meeting, shall give written notice thereof to the member congregations and member pastors of ELCM.

Section 4.

a. The Treasurer shall receive and disburse all moneys of this ELCM, and shall keep a faithful account of the same, which must be submitted at each meeting of ELCM. At its pleasure he may also be required to give bond and security for the faithful performance of his trust. He shall pay out moneys only in pursuance of a resolution of General Conference or of the ELCM Executive Board, or upon an order of the President, attested by the Secretary.

Section 5.

- a. The Ministerium Dean of ELCM shall be the chairman of the Ministerium of ELCM, and shall
1. serve as a Confessor to the pastors of ELCM,
 2. represent the interests and concerns of the Ministerium at all Executive Board and General Conference meetings of ELCM,
 3. chair a board composed of the Deans of the ELCM regional Synods,
 4. and serve as the Chaplain at all Executive Board and General Conference meetings of ELCM.

Article VI Powers

ELCM through the General Conference Synod, the Executive Board, The Ministerium, and the Office of ELCM President shall have the authority to advise, recommend, represent, and propose to the member Synod (s), member congregations, and member pastors regarding all interests of ELCM. The powers more specifically entrusted to ELCM are chiefly the following:

Section 1.

a. ELCM shall review and examine the proceedings of the member Regional and State Synods that are formed by congregations and pastors connected with it, in order that it may obtain a knowledge of the existing state of ELCM; and in order that it may publish the statistics of ELCM and reports on the state of religion in and among the member synods & member congregations, with such plans and recommendations for the promotion of the kingdom of Christ at home and abroad, as it shall deem proper to recommend.

b. The member Regional and State Synods and Intra State and Regional organizations of ELCM shall transmit to it, regularly, several copies of the proceedings of their annual General Conference Synod meetings and report on the ministry of the year previous.

Section 2.

a. ELCM in co-operation with its member Synods shall be charged with the duty of providing the books or writings (or the recommendation thereof) to be used in the public worship of ELCM, and in the catechetical instruction of the young, such as Liturgies, Hymn-books, and Catechisms.

Section 3.

- a. ELCM working together with its member Synods shall make provision for
 1. Theological training of candidates for ministry;
 2. General missionary and benevolent operations of ELCM, such as Home and Foreign Missions, Church Extension (etc.);
 3. Providing a church publication and literature;
 4. Establishing and having oversight of other benevolent and charitable institutions as deemed needed.
- b. ELCM shall use all its advisory power and means to unite, foster and make efficient these operations of ELCM.
- c. ELCM through the Office of the President, The Executive Board, and/ or the General Conference Synod shall use its authority for disciplinary situations. Actions of ELCM discipline shall not be deemed as advisory but shall be effectual. Ultimate discipline may include removal from ELCM membership, revocation of Ordination for persons ordained by ELCM, and removal of persons under contract to serve an ELCM congregation, or removal from the ELCM roster of a member congregation of ELCM.

Section 4.

a. To accomplish the various constitutional and conference mandates, ELCM shall, whenever deemed practical and expedient, create and perpetuate such Boards of Managers, Committees, Agencies, Commissions and Special Task forces as it may consider necessary in order to efficiently to carry forward the various operations of ELCM, and further shall determine the number of members of each, and the time of their continuance in office, and shall assign to each its appropriate work and duties. Any such entities created shall always be subject to and under the supervisory control of the General Conference and Executive Board of ELCM. As such entities are created and established the description of purpose, duties and functions shall be made a part of the Bylaws to the Constitution .

b. Each Board, Committee, Agency, Commission, and Special Task force thus created, acting under the control and by the authority of ELCM, shall make the regulations necessary for the management of its own affairs, shall appoint its own officers, shall keep full and correct minutes of its proceedings, and shall make report of the same at each meeting of the General Conference and Executive Board.

c. For the greater security of the funds and property which may at any time be entrusted to these Boards any one or all of them shall at the request of ELCM, through Conference or Executive Board action, obtain acts of incorporation, and the Treasurers of the same shall give suitable bonds for the faithful performance of their duties.

Section 5.

a. ELCM shall have authority to institute and create a treasury for the efficient advancement of its purposes.

b. The Treasury shall be funded chiefly by the voluntary remittances of congregations and by gifts and grants by individuals or institutions desiring to further the work of Christ on earth through ELCM.

Section 6.

a. ELCM shall also advise the adoption of such rules and procedures among its member Synods as may prevent unpleasant and unfriendly collisions that might otherwise arise out of any difference of opinion existing among them, or from any other cause; and it shall employ its powers, prayers, and means for the prevention of schisms among us chiefly by working toward consensus in light of Scripture and the Lutheran Confessions.

b. ELCM shall seek to establish unity with other Christians based solely in full agreement on Scripture and Doctrine.

Section 7.

a. ELCM may give advice or opinion, when complaints shall be brought before The office of the President, The Executive Board or the General Conference Synod by Synods, Ministeriums, Congregations, or individual pastors or laymen, concerning doctrine or discipline. ELCM shall not normally, however, have authority to impose decisions upon others.

b. In Matters of discipline the action by the Executive Board or General Conference shall have final and binding authority with the ultimate discipline being revocation of ordination of a pastor, removal of a pastor from a call, or the removal of a congregation from ELCM membership.

Section 8.

a. ELCM through its officers, Executive Board, and or its General Conference may grant [unsolicited] advisement and counsel, should such be sought of ELCM by Synods, Ministeriums, Districts, Congregations, or individual pastors or lay members of rostered congregations. Except for matters of discipline these shall not, however, have authority to impose decisions.

b. Congregations and Individual members of congregations shall follow a good order procedure of first seeking advice and counsel from the District of the Synod to which they are members through the office of the District President. Districts would present requests for advice and Counsel to the Geographical Synod President. Synods would appropriately seek advice and Counsel from the ELCM President. Appeals from Congregations or Individual pastors that have worked through the proper order come before ELCM for final advisement, counsel and adjudication.

1. In matters of Discipline the Executive Board augmented by the Roster Interview and Examining Committee Members shall serve as the primary Adjudication Board.
2. In matters necessitating adjudication appeal a special Board of Adjudication shall be appointed consisting of The President of the General Conference, The Dean of the General Conference and 3 lay leaders of congregations of the General Conference.
3. Final appeal can be made to the entire General Conference Synod Convention.

Article VII.

Orders of Business, Quorums, Organizational Principles, & Meetings

Section 1.

a. The Order of business shall be governed and shall be regulated by the By-Laws of ELCM, (especially by Article I of basic principles) and by the basic guidance of Roberts Rules of Order.

Section 2.

a. A representation of a simple majority of the rostered member congregations and rostered member pastors of ELCM shall constitute a Quorum for the transaction of business of at a General Conference of ELCM.

Section 3.

a. The regularly scheduled ELCM General Conference shall appoint, by ballot, the time and place of the next Triennial General Conference meeting of this Church; observing at all times, however, that one meeting, at least, be held every three years.

Article VIII

Bylaws. Amendments.

Section 1.

a. ELCM shall establish By-Laws as deemed necessary, provided only that such do not contradict the spirit and intent of this Constitution.

Section 2.

a. No alteration of this Constitution shall be made except by the approval of 9/10 (90%) of the member congregations and member pastors of ELCM. An exact copy of intended alterations as approved by a General Conference must be sent by the Secretary to the member Pastors and member Congregations in connection with this body, with the request that they submit a vote of "NO" in writing and stating clearly the reasons for such a vote should they not favor the proposed alteration. A period of 60 days from the date of the notice being mailed is allotted for the reception of votes of "NO". All votes of "No" are to be submitted to the ELCM Secretary with signature affixed by rostered pastor so voting and by the officers of the rostered congregation so voting.

Section 3.

a. The Bylaws: which shall be composed of the Basic organizational and Procedural principles as well as the Formula of Governance shall contain Commentary on the Constitution and shall be the basis of the Formula for Government of ELCM relating to Congregations, Pastors, Districts, Synods, Ministeriums, Membership reception, Missions, and so forth.

Evangelical Lutheran Conference & Ministerium (ELCM) of North America, Inc. Constitutional Bylaws

Article I. Basic Organization & Procedural Principles

(Officially adopted on September 7, 1999 by the Congregational Boards and Ministerium of the Central Pa. Evangelical Lutheran Ministerium & General Parish meeting at Faith Evangelical Lutheran Church, 1320 Rte 764, Duncansville, Pennsylvania 16635 (Amended at the 1st Triennial General Conference held September 2002; Amended March 11, 2009 by Executive Board action regarding Subscription per 3rd Triennial General Conference discussion with affirmation by ELCM Pastors and Congregations. Amended at 4th Triennial of 2011. Amended December 4, 2012)

Principle 1.

Biblical and Confessional

a. In all matters within ELCM a "High View of Holy Scripture shall be maintained" as the official position of ELCM, namely that the Canonical Scriptures are the Word of God from beginning to end.

b. Rejected is the understanding that the Canonical Scriptures merely "Contain the Word of God".

c. However, since in the earliest Centuries of Christianity there is evidence of a range of understanding based on the interpretation of Scripture; and since "we all see in a mirror but dimly" ELCM shall allow for a range of views that are a spectrum from Moderate to Middle Conservative as long as these unequivocally affirm that the Canonical Scripture is indeed the true and entirely trustworthy Word of God (Law and Gospel).

d. We hold that the Lutheran Symbolical writings of the Book of Concord are a correct exposition of Holy Scripture and understand the Lutheran Confessions in the "Quia" sense as a correct exegesis of Scripture. In other words, we adhere to the Confessions because we believe they faithfully expound the Holy Scriptures. We are not of the "Quatenus" understanding that the Lutheran Confessional witness is valid "only in so far as it proclaims the Gospel."

- a. We do not believe that the true Gospel is reduce-able from the text of Holy Scripture. The proclamation of God's Word of Law is essential if we are to truly hear His Word of Gospel.

Principle 2.

The Congregation as central focus

a. The congregation is viewed as the basic center, place, and organizational unit of Christian ministry.

b. We understand, however, that no human organization called "Church" is synonymous with the "Una Sancta". We hold that the One, Holy, Christian and Apostolic Church knows no human organizational boundaries.

c. We believe that it is in the local congregation, however, that accountability for the preaching of the true Word of God and the right administration of the Sacraments best takes place.

d. We freely admit and acknowledge that congregations are not perfect organizations but that in the congregation the Word and Sacraments are kept closest to people.

e. The Congregation is understood not as a society of pure and perfect persons but as a Hospital for sinners, as the Workshop of the Holy Spirit of God where he works to "Call, Gather, Enlighten, and Sanctify" by the means of Grace: "The Word and Sacraments".

f. Our Congregational polity focus is kept in balance, we believe, through a high view of the Office of Ministry minus hierarchical trappings wherein the Pastor of a congregation is not viewed as the hired hand of the congregation but as the Under-shepherd to Christ Jesus.

1. The congregation does have the right to judge the Office of Ministry based upon the clear simple meaning of Scripture and the teachings of the Lutheran Confessions. One serving in the Office of Ministry is to be held to account if the preaching and teaching of the ELCM Understandings is not propounded.
2. The congregation also has the right to judge the Office of Ministry based upon the promises given at the Installation of the Pastor should the holder of the Office of Ministry habitually fail to fulfill aspects of Ministry clearly set forth by the Congregational Call.
3. The holder of the Office of Ministry, however has the right to know who exactly brings charges against him. Being able to know who ones accusers are is a basic right even in the Church.
4. The holder of the Office of Ministry in a congregation is normally to be understood as the President of the Congregation and as the head of the Church family. As such the holder of the Office of Ministry needs to be treated with respect. Conversely the holder of the Office of Ministry is expected to treat all in the congregation (s) of which he is President and head with Christian Love and respect as well.
5. ELCM shall have the right to discipline a holder of the Office of Ministry either by revoking full ELCM membership, by revoking ordination (if the Office holder has been ordained by ELCM), by revoking a Memorandum of understanding allowing a non ELCM pastor to serve an ELCM congregation, or the total removal from the rostered membership of ELCM in the event that the Office of Ministry holder persists in violation of the promises of Installation, contravenes portions of or the entirety of the ELCM Constitution, Bylaws, Good Order Policy, or Consensus Policies. Additional grounds for discipline of the holder of an Office of Ministry shall be unfulfilled verbal or written commitments to ELCM. Revocation of Ordination for an ELCM member Pastor or the Revocation of a Memorandum of understanding for a non ELCM pastor shall immediately remove the pastor from a Call to an ELCM congregation.
6. ELCM shall have the right to discipline a congregation with the ultimate penalty being removal of the congregation from ELCM membership.

Principle 3.

The Imperative of Mission.

a. Our Lord sends his disciples forth for Mission. "As the Father has sent me even so I send you". The Great Commission of Jesus to his disciples is our only necessary Mission Statement: "Go ye Therefore into all the world and make disciples of all Nations, baptizing them in the name of the Father and of the Son and of the Holy Ghost (Spirit), and teaching them to observe all that I have commanded".

b. Congregations are intended as the basic place for this Mission. The establishment of new congregations thus is viewed by ELCM as an imperative.

c. All churchly structure and organization beyond the congregation, we believe, is intended to be of service to the congregations and their pastors in order to enhance the basic Mission effort through specific congregations and for the planting of new congregations as centers for the preaching and teaching of the Word of God and the administration of the Sacraments.

d. We understand ourselves to be organized for Mission. "The Church must be planted" or "Ecclesia Plantada" is our Motto just as it was in the day of The Rev. H. M. Muhlenberg.

Principle 4.

Freedom as essential to Mission and Oneness in Christ.

a. Freedom in Christ is, we believe, an essential part of being in Christ for Pastors and Congregations of ELCM. "For Freedom Christ has set you Free".

b. Again and again history has been witness to the people of God falling into bondage to various forms of Ecclesial slavery. Freedom in Christ, we believe, was an essential ingredient in the life and praxis of the new testament church and thus is viewed as a most important ingredient in our Life together as a Synodical federation, fellowship and association of centrist Evangelical Lutheran congregations and pastors.

c. Each congregation, in accord with the stipulations set forth in its own constitution is viewed by ELCM as the final decision making authority in all things pertaining to its life and ministry with the exception of the discipline of a pastor or of the congregation.

d. Congregations thus own and have full title to and governance of all property and assets without question and in accord with their respective constitutions. If a congregation is disciplined by ELCM and removed from the ELCM roster it shall retain full title to all property and assets.

e. Congregations shall have the unquestioned right to freely withdraw at any time based upon their own congregations constitutional process from our Synodical federation, fellowship and association of centrist Evangelical Lutheran congregations and pastors.

f. ELCM, shall have the right to discipline a congregation that departs from the ELCM Constitution, Bylaws, Good Order Procedure and Consensus Policies or who exhibits unjustified disrespect for ELCM leaders by revoking full membership or by complete removal of the congregation from rostered ELCM membership.

Principle 5.

Equality in Synodical federation, fellowship, and association.

a. ELCM at all levels and in all expressions is understood to be a Synod of Evangelical Lutheran congregations and Pastors in federation, in fellowship and in association as equals in Christ. Before our Lord we all kneel equally as unworthy sinners. He in His Mercy and Grace covers us equally with his robe of righteousness and lifts us up as equal "children of God and heirs with him of the Kingdom".

b. Christ Jesus is the one and only true head of the Church. Those called to leadership in our midst are not to be like "the Lords of the Gentiles who love to lord it over others". We thus reject hierarchical formulations and orderings.

c. In ELCM the smallest congregation shall be given equal vote to the largest congregation. Likewise, the pastor of the smallest congregation shall be given equal status to the pastor of the largest congregation.

d. Member congregations and pastors shall not be viewed as owned by ELCM or by its officers but are free in Christ. We reject all notions of higher and lower orders of Clergy. We hold to the expectation and norm that all of our Ordained Pastors be persons who have earned the Master of Divinity (or its equivalent) academic degree.

e. We hold that there exists but one ordained office of Word and Sacrament Ministry. ELCM is understood as a Synoding (walking together) of clergy who are equal in Christ and a Synoding of congregations who are equal in Christ regardless of size. It bears repetition that Christ Jesus is the one and only head of our Synodical federation, fellowship, and association of centrist Evangelical Lutheran congregations and pastors.

1. Exceptional Ordinations, are understood as exceptions, and all who are granted this provision shall be regarded as Provisional Office of Ministry Holders until such a time as the required academic studies are completed and certified by the President of ELCM. One holding an Exceptional Ordination until completion of the Academic Degree is in effect regarded as a "Seminarian."
2. Licensed Ministers while admitted to the Ministerium with vote likewise shall not be viewed as holding the same credentials as a duly ordained Office of Ministry Holder who has earned the Master of Divinity Academic Degree. One serving as a Licensed Minister is in effect regarded as a Seminarian.

Principle 6.

Unanimous Consensus.

a. In our decision making we shall strive for "unanimous Consensus in light of Scripture and in light of the Lutheran Confessions".

b. While "Unanimous Consensus" is often more difficult to obtain than a decision by a majority vote, we believe that the "Unanimous Consensus in light of Scripture and in light of the Confessions" principle enhances the Mission purpose and efforts of our Synodical federation, fellowship and association of centrist Evangelical Lutheran congregations and pastors. We believe that the principle of "Unanimous Consensus" in light of Scripture and in light of the Lutheran Confessions will also guard well against new and strange doctrines, directions, and philosophies subverting the teachings and understandings first given to us through the Apostolic witness.

c. "Unanimous Consensus" also guards, we believe, against the development of Clericalism and Hierarchy or the domination by highly organized special interest elements that might form within our Synodical federation, fellowship and association.

d. We view "Unanimous Consensus in light of Scripture and in light of the Lutheran Confessions" to be of special importance in arriving at Doctrinal understandings held by this ELCM.

Principle 7.

Affirmation Procedures .

a. A practice of "Official action affirmation" shall be our procedure used following sessions of the various ELCM decision making bodies, namely: General Conferences & Executive Boards of the ELCM entities. This "Official action affirmation" shall be known among us as the Muhlenberg voting procedure.

b. The voting procedure of this affirmation process was utilized by The Rev. H. M. Muhlenberg and appears to have come from the New Amsterdam Colonial Dutch Lutherans and to have originated with the Hamburg Orthodox Lutheran Synod of Luther's friend Nicolaus Almsdorff . It was utilized by him to bring peace and harmony to the various Congregations he visited and came to supervise as part of his ministry and Mission efforts.

c. In this procedure a public posting or communication of all official actions by General Conferences, Boards and Councils to the respective membership constituency shall immediately follow all such meetings. This posting or communication shall then allow respective member pastors or congregational members of each respective jurisdiction a period of time to vote "NO" to any Official action taken. A minimum required number of "NO" votes will prevent any official action from being implemented and will require continued deliberation and discussion. Since this church body operates based upon the "Consensus Model" a minimum required number of "No" votes shall be either one rostered Pastor serving an ELCM congregation or one rostered ELCM congregation.

d. This procedure principle shall give the benefit of the doubt (unlike majority vote procedures at specifically called or regularly scheduled meetings) to the often truly satisfied and silent super majority of each entity rather than to a determined minority who by other models would make it appear that they were representative of the true super majority sentiment on a particular issue throughout this Synodical federation, fellowship and association.

e. This procedure principle shall allow for the halting of any Official action of ELCM by member congregations and member pastors when such action is indeed contrary to the views of even a substantial minority of our Synodical federation, fellowship and association.

f. This procedure allows for those pastors and congregations voting at General Conferences to change their respective votes on a matter of importance within a period of time following official action at a General Conference.

Principle 8.

Voting & Voice at General Conferences.

a. Each rostered member congregation shall be granted one vote as votes are taken on issues before the respective General Conferences (Conventions). Where a delegation of members from a congregation (should more than one person attend) attends a General Conference all members are granted the privilege of voice but the congregation is granted only one vote in specific voting regardless of the number of persons composing its delegation. Delegations shall caucus to determine how to cast the vote of the congregation.

b. It shall be the norm in our life that approval of a matter (with the exception of actions deemed necessary for the continued operation of the entity which shall be determined by super majority votes) shall be determined by Unanimous Consensus. There, thus, shall be no need for larger congregations to have a greater voting power than smaller congregations.

c. Each rostered member pastor (retired and active) shall be granted one vote on in specific voting.

d. Matters that are in controversy shall not be pushed through the General Conferences, Executive boards, Congregational Boards (Councils) or Congregational voters meetings of ELCM entities by majority votes but are intentionally approved only when all have been convinced of the merit of a particular direction or action in light of Scripture and the Confessions.

e. "They were all of one mind" is we believe a very important new testament principle which we shall try to make very much a part of our Synoding together the ELCM.

f. All who are Baptized into Christ and who have been Confirmed and who are active members of a rostered member congregation of ELCM shall have the right to vote in their congregation and are eligible to cast the vote entitled to their respective congregation in General Conferences (Conventions) of the respective expressions providing they have been so authorized by their congregation.

g. Likewise all who are Baptized and Confirmed and active are eligible to hold office in the leadership of congregations and in the various expressions of ELCM beyond the congregation.

Principle 9.

Balance between Laity (Congregations) and Clergy

a. It shall be a principle among us to strive to maintain a balance between the Laity (congregations) and Clergy (pastors) at all levels of this church; in membership and in leadership.

b. The Laity shall not be excluded from the real decision making of ELCM by Clericalism nor shall the members of our clergy roster be demoted to a status similar to that of "hirelings of the laity or congregation".

c. Thus a rostered pastor called (elected to Office) by a General Conference, or by a member congregation shall be the elected President of the respective entity and shall preside at respective General Conference and General Voter meetings.

d. Provision shall be made that a member of ELCM laity who is in good standing in an ELCM rostered congregation shall be elected to Office as Vice President of a General Conference. The Lay vice president may be given the responsibility of presiding at all respective Executive Board meetings held between sessions of the respective General Conferences.

e. The focus of parish ministry or ministry in the congregational setting shall be the primary principle throughout the Constitution and the Bylaws. Only ELCM pastors serving ELCM congregations for example may be elected to office. It shall be a basic principle that we desire our officers who are pastors to be pastors of congregations serving a Congregation and that we thus do not desire "Professional Bureaucrats" detached from basic ministry in the congregation.

f. It is a basic principle among us that the Clergy are given a very important Advisory role (preaching, teaching, admonishing, exhorting, etc.). This is first and foremost through the Office of Pastor in a congregation and additionally through the Ministerium (s) of our Synodical federation, fellowship and association.

g. The officers of the Ministeriums, especially each "Dean", shall be given an important advisory and caring function (as Confessor to Pastors, Lay leaders, Chaplain, Preacher, teacher, admonisher, and exhorter) in the respective ELCM expressions .

h. We value the leadership of the Pastors God has raised up in our midst but we also believe that God has called the laity to be active in the life of the Church as well. Our "Unanimous Consensus" and the balance between Laity and Clergy in the leadership of the ELCM principle intends to enhance the Great Commission given to all disciples by our Savior.

i. Congregations and Pastors shall be free to withdraw from ELCM at any time. When such happens it shall be a basic principle that those withdrawing are to be granted a peaceful release provided they have fulfilled the Good Order Process of ELCM to which they had subscribed their names. Consultation with the President of ELCM is expected prior to any final decision to leave ELCM.

j. A Congregation or a Pastor may be removed by ELCM via Disciplinary action from the ELCM roster at any time because of willful departure from the ELCM Constitution, Bylaws, Good Order Procedure, Consensus Policies, or violation of Commitments made to ELCM.

Principle 10.

ELCM , Member Synods, and Member Districts

a. ELCM, its member Synods, and its member Districts shall be understood to be composed of its rostered Congregations and its rostered Pastors.

b. The principle of balance between the congregations and the pastors shall be basic in the life of ELCM , its member Synods, and member Districts.

c. The advisory principle shall also be the basic norm to ELCM , its member Synods, and its member Districts. Just as Pastors of congregations are to preach and teach and administer the Means of Grace to the people of God not imposing or seeking to force consciences in the church so It is also to be in ELCM and its member Synods. Neither ELCM nor its member Synods nor its member Districts shall seek to impose or to force actions or views upon member congregations and member pastors from positions of organizational power.

d. ELCM, its member Synods, and its member Districts in a way similar to pastors are given the essential authority to preach and teach, to exhort and to encourage, to admonish and to advise based upon the Word of God alone. Congregations and Pastors through their Muhlenberg “NO” voting procedure prerogative shall be given the authority to hold all who preach and teach including their respective District, respective Synod, and ELCM accountable to the Word of God and the Confessions of the Church.

e. Just as the ELCM, each of its member Synods, and each of the member Districts of a Synod have the essential authority to preach and teach, to exhort and to encourage, to admonish and to advise based upon the Word alone so also the Ministerium of each entity of ELCM shall elect as its chief Officer a Dean who shall exercise the same function to the General Conference to the respective District, Synod, or ELCM.

f. The Elected and Called "Deans" throughout our ELCM structures shall be given the task of pastoring other pastors and the General Conferences within the respective prescribed jurisdictions but it shall be a basic principle that they shall do so without the "Organizational Power" that has again and again in church history proved so frequently destructive and hurtful to the Mission of the Church. The only authority of a Dean is to be the Word of God and its exposition in the Lutheran Confessions. This shall also be the only authority basis of General Conferences and Officers of ELCM, its member Synods, and member Districts. The only exception shall be in matters of Discipline exercised by the Office of President, by the respective Executive Board, or by the Respective General Conference. The President shall have the authority to recommend effective and binding action. The respective Executive Board or the respective General Conference shall have the authority to revoke and to remove persons or congregations from the rosters of ELCM.

Principle 11.

Structuring Intent – Balance between National and Regional

a. The Structuring of ELCM shall intentionally provide for National leadership but also shall carefully guard against a centralization of authority and power. Thus the regional Synods shall be accorded key responsibilities that are often granted to only National church organizations. This is according to the principle of keeping authority in the Word of God close to the Congregations and to the various Regional areas.

b. The member Synods shall be given the primary role of examining, approving, and receiving new pastors and new congregations, residing within their geographical boundaries, who make application for rostered membership in ELCM.

c. ELCM shall not be adverse to the entry of persons or congregations who are not quite at the same point of understanding as current member Congregations and Pastors. This stance shall be based in the voting system of ELCM which is founded in “ consensus understanding in light of Holy Scripture and in light of the Lutheran Confessions”. Thus the entrance of congregations or of pastors holding to orientations other than those already determined cannot overturn the areas of prior agreement that have already attained consensus in the ELCM unless and until all are convinced of the validity of new understandings and interpretations in light of Scripture and in light of the Confessions.

Principle 12.

Local Congregations and Local Parish Ministry

- a. In matters pertaining specifically to the ministry of a local congregation and its Pastor the officers of the various levels of ELCM beyond the Congregation shall have advisory oversight authority only. The Exception shall be only in matters of Discipline.
- b. Primary oversight shall be exercised first and foremost by the District. The Synod shall provide advisory oversight to Districts and be available for appeal by congregations, pastors, and Districts. ELCM shall provide advisory oversight to Synods and shall be the final level of Appeal for congregations, pastors, Districts and Synods.
- c. District Presidents shall be the primary persons to engage in consultation and advisement regarding difficulties within a Congregation or for a Pastor. If a situation is unresolved then the next level of appeal shall be the Synodical President ; the final level of consultation would then be with the ELCM President. Should there be failure of resolution each of the respective General Conference Presidents together with the respective General Conference Vice Presidents shall constitute a final board of adjudication and shall make recommendation to the General Conference Executive Board or Triennial General Conference of proposed action giving final advisement and counsel in the matter. The Executive Board or the Triennial General Conference shall have the authority and power to Revoke, Remove, Defrock , or to change rostered status.
- d. It is a basic principle that Advisory authority shall always be exercised first and foremost by the elected leaders of the respective ELCM entity closest to the congregation and/ or pastor.
- e. Working through troubles in light of Scripture and the Confessions shall be a major principle. The congregations are encouraged to make serious use of the provisions of their constitutions. With the exception of conduct unbecoming of clergy or in matters of Doctrinal Deviation True solutions should reside with the people of God in a congregation for otherwise if solutions are imposed from outside the congregation the problems, we believe, continue to repeat themselves again and again.
- f. Should all reason and advisement based in Scripture and the Lutheran Confessions fail the Entities of this ELCM shall have the authority to act to Revoke, Remove, Defrock or to Change rostered Status regarding either a pastor and/or a congregation. Such Disciplinary actions by an Executive Board shall be by Consensus. Actions by a General Conference shall be by a super majority vote of 80% of the congregations and pastors.

Principle 13.

ELCM Clergy

- a. Pastors of this church body are viewed as "Called by God" through the election of a congregation and their subsequent ordination and as such are understood to be under-shepherds to Jesus Christ. Once ordained a Pastor is not re-ordained. It is a basic principle with us that an ordained pastor of ELCM is not to be viewed as a hireling of a congregation. A Pastor is answerable first and foremost to God for the faithful proclamation of His Holy Word. He is duty bound to preach the full Word of God and to present His preaching and teaching in harmony with the Confessional Lutheran exposition of God's Word.
- b. A Pastor is understood to be a full member of the congregation(s) served beginning from the date of the Pastor's Official acceptance of a Call from of that congregation (s). In issuing "a Call", a congregation elects the pastor by a super majority vote (a minimum of 2/3) to be the President of the congregation beginning upon a date certain as stipulated in the Call. If a pastor accepts this elected Call he then becomes the president of the congregation(s) and as such is thereafter bound to and guided by the constitution of the electing congregation and to all terms and agreements stipulated in the Official Call Document as well as by all promises stipulated in the Installation of the Pastor . Election to the Presidency of a Congregation does not grant the Pastor a presiding role at Board or Council meetings unless the Constitution of the respective congregation so states .
- c. Congregations may legitimately challenge a pastor if he deviates from the clear Word of Scripture or should he turn adiaphoron (non-essential) concerns into tests of Christian Faith. Likewise a pastor may be legitimately challenged for failure to comply with the terms of call and Installation.
- d. ELCM or a member Synod may issue an official Call to a pastor to serve in special ministry or in a mission setting that has not yet organized as a fully chartered congregation. In such cases the President of ELCM or the President of the member Synod issuing the Special Call shall be deemed to be the Supervising Pastor and the pastor accepting a Special Call shall be

viewed as an Associate or Assistant to the President of ELCM or the President of the member Synod. The Executive board or the respective entity shall be the governing board to which a Pastor on special Call makes regular report.

e. Pastors may be removed from the roster of ELCM by action on the advice of the respective ELCM President

1. If such advised action is approved by the Executive Board the Pastor shall have the right to appeal the decision beyond the Executive Board to a special Adjudication Committee and finally to the General Conference of the Synod to which he is a member. If the Executive Board action is upheld by an 80% majority of the General Conference the Action is final.
2. If a Pastor is removed from or resigns from the ELCM roster then that Pastors Call to any ELCM congregation being served shall be deemed terminated.

Principle 14.

The Congregational Call Process of ELCM

a. Congregations shall have the unabridged freedom to send call committees to interview any pastors they desire and to extend a call to any pastor who is subsequently interviewed and approved by ELCM and approved by the congregation. In the call process a congregation shall seek the advise and counsel of the President of the respective ELCM Synod and of the President of the District of which they are members.

1. A pastor who is not a member of ELCM and who meets with the approval of the ELCM Executive Board upon recommendation of the Interview Committee shall sign a Memorandum of understanding agreement with ELCM prior to being installed into office as Pastor of an ELCM Congregation.

b. It is thus a basic principle of ELCM that ELCM Presidents may suggest names of Pastoral candidates for a vacant Pastorate.

c. It is a basic principle, however, that congregations shall have the freedom to send Call Committees to interview any rostered member of the ELCM Ministerium they desire to interview. Congregations may send Call Committees to interview non ELCM member pastors and may entertain a call to such provided the pastors agree to be 1) interviewed by ELCM, 2) be approved by ELCM, and 3) agree to sign a Memorandum of understanding agreement with ELCM with their signature legally notarized.

Principle 15.

The Call Process as it relates to Pastors

a. It shall be a basic principle that an ELCM rostered pastor shall have the unabridged freedom to submit his name for consideration for an Official Call to any vacant rostered member congregation of ELCM.

b. Each pastor submitting his name for Official Call consideration in a vacant rostered member congregation shall make his intended action known to the President of the Synod and to the President of the District to which the Congregation is a member. The pastor shall seek the advise and counsel of the Presidents of these respective ELCM entities.

c. A Pastor may submit his name for consideration to a congregation even when the Presidents of the two entities have made recommendation of other rostered Pastors.

d. Pastors who are not members of ELCM may submit their names for consideration of Call by an ELCM Congregation provided the Pastor agrees to 1) be interviewed by the ELCM Interview Committee, 2) be approved for Call to an ELCM Congregation by the ELCM Executive Board, and 3) agree to sign a Memorandum of Understanding with ELCM prior to accepting a Call and Installation as Pastor in an ELCM congregation and to have their signature legally notarized.

1. A Non ELCM pastor would not be required to become a Rostered Member of ELCM.

e. An officer of the District or Synod shall be present at the Congregational voting to extend an Official Call and shall give attestation that the call was extended in accord with the Constitution of the Congregation.

Principle 16.

ELCM Decision making

a. The normative principle for all decision making at all levels of the ELCM shall be consensus agreement in light of Holy Scripture and in light of the Lutheran Confessions. This process of decision making is understood to emphasize the very nature of our Synodical federation, fellowship, and association, namely that of "walking together" and striving to be of one mind.

b. An alternative form of decision making shall be provided in the Formula of Governance for situations in which an impasse develops but such shall be viewed always as the exception and shall be invoked only in matters necessary to the efficient and continuing functioning of the ELCM. Such an alternative shall be enacted only by a Super Majority of 80% of the member pastors and member congregations.

Principle 17.

Communication and Notification of Actions

a. It shall be a basic principle that all actions of the various General Conferences (Conventions) and Executive Boards (National, Synodical, and District) beyond the local congregation shall be published and distributed to all member congregations and pastors of the respective ELCM jurisdiction within the same month of each meeting thus enabling those in opposition to vote "NO" to actions with which they have basic disagreement within a 30 day time period of affirmation .

Principle 18.

The Privilege of voting "NO" to Entity actions.

a. Rostered member congregations and pastors of the ELCM shall have the unabridged privilege of submit votes of "NO" in regard to any and all actions enacted by a General Conference (Convention), or Executive Board of any respective jurisdiction of ELCM of which they are a member. For example all ELCM congregations and all Pastors have the right to submit votes of "No" regarding any and all decisions and actions of the national entity of ELCM but only pastors and congregations who are members of a specific Synod may submit votes of "No" regarding actions of that Synod .

b. Any vote of "NO" by a rostered member congregation or a rostered member pastor shall include an explanation of the reasoning for the vote, shall be based upon Holy Scripture and the Lutheran Confessions, and shall be signed either by the respective pastor submitting the vote or by the primary officers of a congregation submitting the vote.

c. If 1/10 of the member rostered pastors and congregations composing the membership of a respective ELCM expression beyond the local congregation submit votes of "No" on a given matter then that matter shall not be deemed enacted and shall be added to the agenda for either a specially called General Conference or to the agenda of the next regularly scheduled General Conference of the respective ELCM expression (ELCM, Synod, or District).

d. In matters of Doctrinal formulation or change in understandings of the same there shall be a required consensus agreement by all rostered member congregations and rostered member pastors in order for the matter in question to become part of or to be deleted from the ELCM Doctrinal corpus.

Principle 19.

Composition & Nature of General Conferences & Ministeriums

a. The General Conference (s) [convention (s)] of ELCM or one of its synods shall be composed of Lay delegations from rostered member congregations with no limit to the number of laity attending and of all rostered member pastors residing within the respective geographical jurisdiction of the ELCM entity.

1. Congregations are expected to have at least one representative in attendance.
2. Pastors are required to be in attendance unless excused by the Executive Board.

b. The General Conference (Convention) shall be the legislative and governing body of each respective expressions of ELCM (National, Synodical, or District). We repeat as already stated for emphasis that all actions by a General Conference or the respective Executive Board shall be advisory to the member congregations and member pastors of the respective jurisdiction with the exception of actions of Discipline: Removal, Revocation, Change in Status, or Defrocking .

c. The Ministerium shall be composed of all rostered ELCM pastors in a particular Expression of ELCM. Each respective Ministerium shall be advisory to the respective General Conference and its Executive Board as well as to the Congregations of its specific Geographical or Non Geographical expression of ELCM.

d. The Executive Board (s) elected by the respective General Conference (s) shall be understood to be the ongoing General Conference in miniature (legislative body) of the respective ELCM entity during the period of time between General Conferences of each expression.

1. As such each Executive Board shall make full report to the General Conference of its specific expression detailing all deliberations, actions and recommendations.

e. In General Conference and Executive Board deliberations when a matter is under debate and has not achieved "consensus in light of Scripture and in light of the Lutheran Confessions", the majority and minority views shall be published to the member congregations and pastors of the respective ELCM expression so that all may benefit by the full discussion and be enabled to prayerfully reflect upon the matter in question.

* Article I of the Bylaws of ELCM were first adopted as the "Basic Organization & Procedural Principles" for the development of the Constitution of ELCM. **The principles** then formed the basis for the Constitution(s), Bylaws, and life of the ***Evangelical Lutheran Conference & Ministerium of North America*** in all of its expressions as adopted on September 7, 1999. The General Conference of ELCM in adopting its Constitution subsequently adopted its beginning "Basic Organization & Procedural Principles" as Article I of the ELCM Constitutional Bylaws.

Article II. Formula of Government.

Chapter I Congregations

Section 1.

a. "The Church is the Congregation of saints in which the Gospel is rightly taught and the sacraments rightly administered." (Augsburg Confession Article VII.)

b. An organized congregation of ELCM is one that has been received into membership by a member Synod and shall consist of baptized persons who have been formally admitted into its fellowship and the duly called and ordained Evangelical Lutheran Pastor (s) of the congregation.

1. Where no geographical or regional member Synod is in current existence ELCM in its national expression shall be the admitting entity.

c. The categories of Membership for all expressions of ELCM as a Centrist Lutheran Synodical federation, fellowship, and Association of congregations and pastors shall be:

1. Provisional Member Congregation

.01 A provisional member congregation is a congregation that has made application for membership in a Synod of this or where no Synod currently exists to ELCM, has been approved and recommended for membership by the appropriate General Conference Executive Board with action pending for official reception into ELCM.

.01a The Executive Board of ELCM may grant provisional membership prior to the regular application process with the understanding that Associate or Full membership status shall be granted only after the specifics of the regular application process have been satisfied.

.02 A provisional member congregation shall be granted the privilege of voice through its representative and/ or delegation but shall not have voting privileges in the proceedings of the Synod or ELCM until membership is approved by the Synod General Conference of the ELCM entity acting to receive into membership. Upon approval by the General Conference the congregation then becomes a Voting member of the respective admitting ELCM entity.

2. Associate Member Congregation.

.01. Associate Member Congregations may be of several types:

A. A congregation that has been a previous voting member of a respective member Synod of ELCM but which has elected to withdraw from voting membership but not from association with an ELCM Synod .

B. A congregation which has made application to be formally associated but which is not seeking voting membership and which has received approval by the respective admitting General Conference Executive Board.

.02. A congregation may continue in associate status without time limit and as such shall be granted voice but not vote concerning matters brought before the General Conference of the District and Synod it relates to or to the General Conference of ELCM.

3. Voting Member Congregation.

.01. Voting member Congregations are congregations which have been officially received by the respective ELCM entity Executive Board or General Conference and who, through their officers, have officially subscribed the Constitution, Bylaws, Good Order Procedure Policy, and Consensus Policies of ELCM. Approval by the respective Executive Board or General Conference grants full voice and vote at the General Conferences of ELCM, the respective Synod related to, and the respective District related to by the congregation.

Section 2.

- a. The congregation is understood to be the basic place of Christian Ministry in this Church body.
- b. Each congregation acting in accord with its Constitution shall have final authority in all matters pertaining to its life and ministry.
- c. ELCM shall develop and recommend items deemed applicable to "Formula of Governance" for congregations but the congregations shall always be free to adopt constitutional variations that best suit the respective setting and traditions of the congregation. The Constitutional items developed and recommended by ELCM to congregations shall be for the sake of encouraging a sense of commonality in governance.
- d. A member congregation of ELCM shall have unquestioned sole title to all property and assets held in the name of the congregation.

Section 3.

- a. A member congregation shall be connected wherever possible with a member Regional or State Synod and with a District within a Synod.
- b. A congregation of ELCM shall be free to withdraw at any time from membership in its Synod, District or in ELCM in accord with the Good Order procedures of ELCM subscribed to by the Officers of the Congregation and in accord with the procedures stipulated in the constitution of the congregation.

.01. Should a congregation wish to remain a member of ELCM but not a member of the Synod of which it is currently a member it may request permission from ELCM to apply for membership transfer to a Non geographical Synod of ELCM.

.02. Should a congregation wish to remain a member of its ELCM Synod but not a member of the Synod District of which it has been a member it may request permission from the Synod to transfer membership to another Synod District upon acceptance of its application by another District.

Section 4.

- a. Each member congregation of ELCM shall be entitled to representation at the General Conferences of ELCM (including those of a Synod and a District of which it is a member).
 1. The congregation shall have one vote on all matters before each of the General conferences.
 2. A specific individual may be elected to be the voting delegate for the congregation or
 3. a larger delegation without limit to number may attend the respective General Conferences and caucus together to determine how to cast the vote of the congregation on each matter before the respective General Conference.

Section 5.

- a. ELCM may act to remove a congregation from the roster of member congregations for actions contrary to the Word of God or in abrogation of the Faith and practice of this Church body. Such disciplinary action may be appealed first to a special Adjudication Committee and then to the General Conference Synod Convention.
 - .01. Persistent and consistent mistreatment of the pastors called to serve as The Lord's under-shepherds in a congregation may be considered as just cause to remove a Congregation from membership in on the ELCM roster of congregations.
- b. All action to remove a congregation from membership on the ELCM congregational roster shall be initiated in The General Conference Executive Board. Appeal of Executive Board action may then be considered by the the respective General Conference to which a congregation is a member.
 - .01. A decision by the ELCM General Conference shall be deemed as final.
 - a. Removal of an ELCM rostered member congregation upon appeal shall be deemed final only upon a 90% vote of the General Conference of ELCM.

Section 6.

- a. A uniform reporting of membership of congregations shall be made by congregations to the respective Synods to which they are affiliated and the Synods shall make report of the same to ELCM.
 - .01. Each congregation and member Synod shall report the numbers of the membership of its members in each reporting category at an annual time set by ELCM for inclusion in the ELCM year book. Each Synod shall also submit of copies of the minutes of the Synod General Conference. These shall accompany the membership report by the Synod.
- b. The categories of membership for report to the Synods and to ELCM shall be: Communicant; Confirmed; Baptized; and Mission Status.
 - .01. Communicant members shall be considered as those who are in good and regular standing; that is, who have received the Sacrament of Holy Communion and contributed to the support of the Church within the previous year.
 - .02. Confirmed members shall be those who are communicant members, and also all who are entitled to receive the Sacrament of Holy Communion in the congregation, whether resident or non resident; that is all who have been received into the congregation by Confirmation or Affirmation, and who have not been removed by death, excommunication, placement on Mission status, or transfer to other congregations.
 - .03. Baptized members include both above named membership categories as well as all the baptized children of the congregation who have not yet been confirmed.
 - .04. Mission Status members shall be all those members who become inactive in congregational life and who have been placed by action of the respective Congregational Board (Council) in a Mission status category. As such they are considered as no longer truly a part of the life of the congregation but nonetheless continue within the care and prayer of the congregation.

Chapter II. Missions of ELCM

Section 1.

- a. The chief focus of ELCM Missions shall be the establishment of congregations.
- b. Home Missions shall be understood to focus upon the establishment and support of Evangelical Lutheran congregations on the North America Continent.
- c. Foreign Missions shall be understood to focus upon the establishment and support of Evangelical Lutheran congregations on the other Continental and Island land areas of the World.
- d. The basic Mission statement for all expressions of ELCM shall be our Lord's great Commission "Go ye therefore and make disciples of all nations, baptizing them in the Name of the Father, and of the Son, and of the Holy Ghost and teaching them to observe all that I have commanded you".
- e. The congregation is seen as the central place where the Means of Grace (Word and Sacrament) are used by the Holy Spirit to make disciples.
- f. The Mission of establishing and supporting Evangelical Lutheran Congregations is enabled through the training and sending of Pastors as well as through the publication of Evangelical Lutheran literature for use in the congregations.
- g. However all the various aspects of ELCM are to be seen as focused upon establishing, sustaining, and strengthening Evangelical Lutheran Christian Congregations.
- h. Missions congregations may be initiated, sponsored, supported and established by all expressions of ELCM.

Section 2.

- a. When a new Mission congregation is received as a member congregation of a Synod of ELCM or by ELCM it shall be granted a vote at the ELCM General Conference and when related to a member Synod at all Synod General Conferences and the General Conferences of a District.
 - .01. A Mission congregation may be initiated through the Board of Missions of ELCM or through a counterpart of the same at the Synodical level or at the District level but shall become voting member only when admitted into membership either by an ELCM member Synod General Conference or by the ELCM General Conference.

Section 3. Initiating new Missions

- a. A New Mission Congregation of ELCM may be initiated in the following ways:
 - .01. An existing group located outside the geographical boundaries of any existing member Synod may petition the ELCM General Conference Executive Board requesting official sponsorship as a Mission Congregation of ELCM. If located within the geographical boundary of an existing ELCM Synod the group shall petition the Synod General Conference Executive board.
 - .02. An ELCM member congregation of an ELCM member Synod may initiate a new mission congregation as an extension of its own congregational life in a geographical area outside the boundaries of its respective Synod. When ready to become chartered as a full fledged congregation the Mission congregation may then apply for membership to a Non Geographical Synod created for congregations not having a State or Regional Synod with which to make membership application or to the ELCM General Conference Executive Board.
 - A. Until ready to make application for membership in ELCM as a full congregation the Congregation and any Pastor serving it shall be supervised by and make regular report to the sponsoring State or Regional ELCM Synod.
 - .03. A member Synod or coalition of member Synods may initiate Mission efforts to create a new congregation in a specific area where there is no existing geographical member Synod of ELCM. When ready to become charter as a full fledged congregation, a new congregation sponsored by a Synod shall apply for membership to a Non Geographical Synod created for congregations not having a State or Regional Synod with which to make membership application or to the ELCM General Conference Executive Board.
 - A. Until ready to make application for membership in ELCM as a full fledged congregation the Mission Congregation and any Pastor serving it shall be supervised by and make regular report to the sponsoring State or Regional ELCM Synod or Coalition of sponsoring Synods.
 - B. If the sponsorship is by a coalition of Synods these shall appoint members of the respective co-sponsors who shall form a special Board of oversight of the Mission effort. The jointly sponsored Mission shall make regular report to and be guided by the joint Board created for this purpose.

.05 Whenever a Mission congregation is organized by ELCM, a Member Synod, A coalition of Synods, or is given approval and endorsement by either ELCM or a member Synod or coalition of Synods, the General Conference (s) of the respective ELCM entity(ies) shall endorse the Mission effort before any official ELCM Charter is granted.

- C. A Mission congregation granted an Official Charter by an ELCM General Conference or a Member Synod General Conference shall be deemed a full voting member congregation of ELCM and of the respective ELCM Synod upon the formal closing of a one (1) year Charter period.

.06 A rostered member ELCM congregation, coalition of member congregations, or an ELCM District may sponsor Mission congregations. The Chartering of the Mission effort as a full fledged congregation shall be obtained by making application the respective member ELCM Synod to which the sponsoring congregation(s) and/ or District is affiliated.

Chapter III. Clergy of ELCM

Section 1. Definition

- a. A Member Pastor of this Church shall be:
 - .01. One who has been duly ordained to the Office of Word and Sacrament Ministry;
 - a. An Ordained Pastor shall be one who has earned an academic degree of Master of Divinity or its equivalent, i.e., a Bachelor of Divinity (4 years of study beyond an undergraduate BA or BS).
 - b. A rare exception ordination may be granted but always with the understood condition that any granted such are in fact still in Seminarian Status with the obligation and Commitment to obtain the MDiv academic degree or its equivalent within a proscribed period of time set by the General Conference Executive Board.
 - .02. One who has been examined and received as a rostered member of a Synodical General Conference Executive Board of ELCM or where there is no geographical Synod by the ELCM General Conference Executive Board;
 - .03. One who subscribes to the Canonical Scripture from beginning to end as God's entirely trustworthy and faithful Word;
 - .04. One who affirms, confesses, and subscribes the Lutheran Confessional writings as a correct exposition of Holy Scripture; and
 - .05. One who strives to set a Christian example in his life and practice.
- b. Pastors of ELCM are viewed as "Called" by God through the election by congregations and are not viewed as hirelings of congregations or as owned by Synods. An Evangelical Lutheran Pastor is called to be faithful first and foremost always to the Word of God alone and to the Lutheran Confessional exposition of God's Word. Pastors under call by an ELCM congregation or entity are expected to fulfill the terms of each respective Call as well as the stipulations of Installation.

Section 2. Voting

- a. A rostered member Pastor of ELCM shall be entitled to one vote on each issue brought before the General Conferences of his District, Synod and of ELCM.

Section 3. Classifications

- A. ELCM Pastoral membership shall be according to the following classifications:

- .01. Provisional Member Pastor

- A. Provisional members are those who have been examined, approved and recommended by Synodical or ELCM General Conference Executive board or granted provisional membership by the Executive Board but who have not been formally approved and received into rostered membership by the respective General Conference.

- .01a The Executive Board of ELCM may grant provisional membership prior to the regular application process with the understanding that Associate or Full membership status shall be granted only after the specifics of the regular application process have been satisfied.

b. A provisional Member Pastor shall be granted voice but not vote in the proceedings in the Synod of application and in ELCM.

.02. Associate Member Pastor

A. Associate Members are those Pastors that have been members of ELCM and of one of its Synods but who have officially withdrawn from voting membership in ELCM with an expressed desire to remain in association with the Synod and/ or with ELCM.

- a. Associate members may also be those Pastors who have made application to join ELCM in an Associate status and who have been approved by an ELCM Synodical or the ELCM General Conference Executive Board .
- b. A Pastor may continue in an associate status and as such shall be granted voice but not vote concerning matters brought before the Synodical General Conference or the ELCM General Conference.

.03. Voting Member Pastor

a. Voting member Pastors are those who have been officially received by the ELCM General Conference Executive Board or the General Conference and who has subscribed to the ELCM Constitution, Bylaws, Good Order Procedure, and Consensus Policies.

b. A vote of approval together with the official subscription of the Pastor by a The ELCM General Conference [Executive Board] or by a member Synod General Conference entitles a Pastor to voice and vote at the a member Synod General Conference, at a Synodical District General Conference and the ELCM General Conference.

c. A rostered voting member Pastor serving an ELCM congregation is eligible to hold office in each of the various expressions of ELCM.

.04. Licensed Ministers/ Lay Catechists

- A. Licensed Ministers are Lay Persons in Congregations or Seminarians training for the Office of Word and Sacrament who have been Interviewed and approved by the Executive Board of ELCM for Ministry in Congregations or for Mission efforts where no congregations exist and who have been authorized to Preach, Teach and/ or administer the Sacraments.
- B. A Licensed Minister or Lay Catechist is licensed for a 1 year renewable term and is under the supervision of the President of the General Conference.
- C. When serving a congregation a Licensed Minister is a member of the Ministerium with the privilege of voice.

Section 4.

- a. A rostered member Pastor shall be free to withdraw from membership in ELCM and shall be entitled to a peaceful release provided that the Pastor has followed the terms of the Good Order Procedure and has fulfilled all obligations made to ELCM and/ or to an ELCM Congregation.
- b. If a rostered member congregation served by a rostered member pastor transfers to another ELCM District or ELCM Synod the Pastor shall transfer his membership to the Ministerium of the new District or the new Synod.
- c. If a rostered member congregation served by a rostered member pastor withdraws from ELCM entirely or removes itself to associate status but wishes to continue to retain the ELCM rostered member Pastor under Official Call, the Pastor shall continue on the Ministerium roster of the Synod and the District to which the congregation had been affiliated.
- d. A pastor may apply to ELCM to transfer his membership from a member Synod to a non geographical Synod of ELCM.

- e. If a Pastor is under special call by ELCM he shall become a rostered member of a non geographical Synod.
- f. A pastor accepting a call to a congregation or ministry that is affiliated with a specific Synod shall make application to transfer his membership to that Synod.

Section 5.

a. ELCM may act by action of the Executive Board to remove a Pastor from the roster of member Pastors for reason of actions contrary to the Word of God, abrogation of the Faith and practice of this Church body. Such action shall be considered upon appeal by the General Conference.

.01. Persistent and consistent mistreatment of a congregation or a series of congregations by a pastor may be considered as just cause to remove a pastor from membership in on the ELCM roster of member pastors.

.02. Failure to amend Ministry in fulfillment of the stipulations of Official Call and of Installation may be considered as just cause for removal or change in status.

.03. Preaching and teaching of Doctrines contrary to the Lutheran Confessions as well as abrogation of obligations and commitments made to ELCM shall be cause for a revoking/ defrocking of ordination (for pastors ordained by ELCM)

b. All action to remove a Pastor from membership on the ELCM pastoral roster shall be initiated in and first be voted upon by the General Conference Executive Board. Appeal may be made first to a special Adjudication Committee and then finally to the General Conference.

.01. A decision by the ELCM General Conference shall be deemed as final.

c. Congregations may act to remove a Pastor from the pastorate of the congregation in accord with the procedures set forth in the constitution of the Congregation.

Chapter IV.

The Call Process of ELCM

Section 1. for Congregations and Pastors

a. In order that there might be knowledge of pastors seeking a new call (within the bounds of confidentiality) and of congregations seeking to interview candidates for the pastorate or staff of their respective congregation, The Secretaries of the ELCM General Conference and Synodical General Conference Executive boards shall make available by regular publication to all General Conference Presidents and Ministerium Deans a listing of Pastors seeking calls and of congregations searching for Pastors.

.01. The most current lists of clergy seeking a Call shall be made available upon request by a congregational Call Committee searching for a Pastor.

.02. The most current list of vacant congregations seeking a candidate for the Pastorate or Staff position shall be made available upon request to a rostered member Pastor seeking a new call.

.03. The lists of both Clergy seeking a Call and of Congregations seeking a Pastor shall be coordinated and kept current by the Secretary of the ELCM General Conference.

Section 2. for Congregations

a. A Congregation of ELCM shall have the unabridged right to send a call committee within or across Synodical boundaries to interview and consider any pastor of ELCM whom it chooses and shall have the freedom to extend an official call upon approval by the voters of the congregation in accord with the Constitutional stipulations of their respective Constitution. A congregation shall have the freedom to extend an official call to any Evangelical Lutheran Pastor (non ELCM) who has been examined and approved by the ELCM Examining Committee; approved by the ELCM Executive Board, and who has signed a Memorandum of understanding with ELCM and who is then approved by the voters of the congregation in accord with the Constitutional stipulations of their respective Constitution.

.01. The President of the Synod General Conference to which the Congregation is member and / or Synodical District shall have the privilege of nominating one or more clergy candidates to the congregation for their Call Committee's consideration.

.02. A congregational call committee shall not be restricted to just the nominees presented by the President of the Synod General Conference and the Dean of the Synodical Ministerium.

.03. A congregation shall seek the advice and counsel of the Synod and /or District Presidents concerning Official Call candidates for whom the Call committee is giving serious consideration.

- b. An Officer of either the Synodical General Conference Executive Board or of the District General Conference Executive Board or a person designated by the Synod or District Presidents shall attest (verify) that an official call was duly extended by the congregation and accepted in accord with the Constitution of the Congregation.
- c. The President of the Synod or District General Conference or the Dean of the District Ministerium to which the congregation is affiliated shall Install each newly called pastor into Office as Pastor of a congregation extending an Official Call.

Section 3. for Pastors

- a. Each rostered member ELCM Pastor or endorsed ordinand of an ELCM Synod of this church shall have the freedom to submit his name as a candidate for any call vacancy that occurs in an ELCM rostered member congregation or in a special ministry.
- b. The General Conference or District President with the consent of a Member Pastor may submit the name of the Pastor to a vacant congregation even though the Pastor may not be actively seeking a new Call.
- c. Pastors seeking a Call to a congregation shall seek advice and counsel from the Presidents of the Synod and District of the Synod and District to which the Congregation is a member.

Chapter V. Candidates for Ordination.

Section 1.

- B. The training and supervision of an Ordinand shall normally be the province of the member Synods of ELCM. However for the sake of uniformity throughout ELCM the basic standards and ordinances shall be approved and established by the ELCM General Conference.

Section 2.

- a. The Categories for Ordinand of ELCM shall be:
 - .01. Pre endorsed Students following a traditional academic degree program leading to a degree of MDIV.
 - A. This shall be the preferred method of preparing for Word and Sacrament Ministry with candidates desiring to enter a Seminary in training for ELCM Ministry seeking pre-endorsement through the General Conference Executive board of an ELCM member Synod.
 - B. Persons desiring to enter Ministry are expected to follow the traditional academic degree program of obtaining an equivalent to a Bachelor of Arts or Bachelor of Science degree followed by the attainment of a Master of Divinity degree or Bachelor of Divinity.
 - C. Students attending Seminaries of other Denominations shall be mentored by a Pastor or Committee of Pastor(s) of ELCM throughout their time of study preparation and shall be required to participate in regular planned ELCM colloquy.
 - .02. Persons who are] of a 2nd Career may be admitted to a licensed Catechist plan of Seminary training under a Mentored, Colloquium and guided reading program in accord with the practice set forth by H.M. Muhlenberg & Colleagues in Colonial and Revolutionary War era America. Such shall extend over a period of at least 4 years.
 - A. This shall be the method of exception for preparing for Word and Sacrament Ministry.
 - B. Candidates for the Office of Ministry in ELCM upon the completion of mentored studies may be recommended for ordination to the Office of Word and Sacrament by

their mentoring pastors and the examining committee of the Synodical General Conference Executive Board either upon receiving a Master of Divinity Academic Degree or its equivalent according to category a.01. or upon satisfactory completion of the Licensed Catechist mentored program of category a.02.

.01. The Mentoring Pastor(s) and Examining Committee shall submit recommendation to the Synodical General Conference Executive Board.

.02. Upon approval of ordination for a candidate by the Synodical General Conference Executive Board, The reception of an official Call, and ordination to Word and Sacrament Ministry The Ordinand shall become a full rostered voting member of ELCM the respective Synod ; and of the respective District to which the Calling Congregation or special Ministry is a affiliated.

Chapter VI. Synods & Disticts of ELCM.

Section 1. Synods

- a. ELCM congregations and Pastors shall be gathered together in Regional or State Synods throughout continental North America.
- b. ELCM member Synods shall embody the basic principles of ELCM as well as the various basic categories of organization contained in the Constitution and Bylaws of ELCM.
- c. A group of member ELCM congregations and pastors residing in a particular area of North America may petition the ELCM General Conference for the authorization of an ELCM Synod for their specific region, State, Commonwealth or Province.

.01. Upon approval by the ELCM General Conference the petitioners may then develop and present (or having developed) a proposed Constitution for the new Synod to the ELCM General Conference. Upon ELCM General Conference approval the new Member Synod shall be declared activated and all initiating the new Synod shall subscribe to the approved Constitution.

- d. Each Synod shall have a General Conference made up of the ELCM voting member congregations and voting member pastors.
- e. Each Synod shall have a Ministerium made up of the ELCM rostered voting member pastors of the Synod.

Section 2. Districts within Synods

- a. Synods of ELCM shall be subdivided into Districts that are based upon geographical considerations.
- b. Each District shall have a General Conference made up of the ELCM voting member congregations and voting member pastors of the District.
- c. Each District shall have a Ministerium made up of the ELCM rostered voting member pastors of the District.

Section 3. Non Geographical Synods

- a. By the time of its 3rd anniversary of Official Incorporation in A.D. 2002 ELCM shall establish a Non-geographical Synod for rostered member congregations and rostered member pastors not residing in the geographical area or a member ELCM Synod or who desire not to be affiliated with a geographical area Synod.
- b. Until such time when a non – geographical Synod is established ELCM itself shall function as the non geographical ELCM Synod.

Section 4. Synod Formula of Governance

- a. Once established with a Constitution approved by the ELCM General Conference a member Synod may develop Bylaws and Formula of Governance that are in accord to special interests in the respective Synod as long as the basic outline of categories continues to be in harmony with the basic organization principles of ELCM.
- b. Member Synods shall develop and recommend items to member pastors and congregations deemed applicable to "Formula of Governance" for congregations of the Synod but the congregations shall always be free to adopt constitutional variations that best suit the respective setting. The Constitutional items developed and recommended by

a Synod General Conference to congregations of the Synod shall be for the sake of encouraging a sense of commonality in governance.

Chapter VII.
ELCM Organization and Structure
(General Conferences, Ministeriums, Commissions, Committees, Task forces, Special boards,
Auxilliaris, related institutions, etc.)

Section 1. - The ELCM General Conference

- a. The General Conference of ELCM shall be the Central decision making body of ELCM. All entities beyond the congregation shall be answerable to and accept guidance and direction from the General Conference of ELCM.
 - .01 ELCM General Conference actions, however, shall, with the exception of matters of basic Doctrine and discipline, always be advisory to rostered member congregations and rostered member pastors .
- b. The General Conference of ELCM shall meet Triennially to transact the business of this Church.
- c. Voting membership of the General ELCM General Conference shall be composed of the rostered voting member congregations and the rostered voting member pastors of ELCM.
 - .01. Lay professional workers in the ELCM congregations such as Deaconesses, Christian Education Directors, Ministers of Music, Youth Directors, etc. who are members of ELCM congregations shall be given the privilege of voice but shall be part of the congregational delegation in which they hold membership. As such they may be given the privilege of casting the vote that is allotted to each member congregation in the General Conferences of ELCM.
 - .02. Seminarians / Ordinands awaiting Official Call and ordination shall have the privilege of voice but shall not be entitled to vote in the General Conferences of ELCM..
- d. Special General Conference meetings of ELCM may be called by the ELCM General Conference President at the request of 1/4 of the rostered member congregations and rostered member pastors ; and shall be called by action of the General Conference Executive Board or by request of either 1/3 of the rostered members Congregations and / or 1/3 of the rostered member pastors.
 - .01. Whenever a Special Session of the ELCM General Conference is called the notice of the meeting shall stipulate the reason and purpose of the meeting and no other matters shall be dealt with at the special meeting except the specific announced purpose (s).
 - .02. The official mailing list of all rostered member congregations and rostered member pastors shall be made available to those within ELCM who wish to represent particular perspectives and views on an issue to come before a special or general meeting of the ELCM General Conference.
- e. The ELCM General Conference shall choose persons from among the lay delegations and pastors to serve as the officers of the General Conference and its Executive Board during the time intervening between Triennial General Conference meetings. All Pastors serving on Executive Boards shall have obtained a MDiv Academic Degree or its Equivalent.

Section 2. ELCM General Conference Executive Board

- a. The Officers elected by the General Conference of ELCM together with the Presidents and Vice Presidents elected by the member regional, non geographical, and State Synods shall constitute the Executive Board of ELCM.
 - .01. The Officers elected by the ELCM General Conference shall be the officers of the ELCM General Conference Executive Board.
- b. The Executive Board of ELCM shall be the Legislative Body of ELCM during the time intervening between Triennial General Conference meetings.
- c. Each ELCM General Conference officer elected by the General Conference (President, Vice President, Secretary, and Treasurer) shall serve a 3 year term of office and shall be eligible to serve consecutive terms of office without limit .

- d. The General Conference shall elect a President, Vice President, Secretary, and Treasurer.
- .01. These officers elected by the Triennial General Conference of ELCM together with the President and Vice President of each member Synod of ELCM shall compose the voting membership of the executive Board of the ELCM General Conference Executive Board.
 - .02. The Presidents of ELCM and its member Synods shall be rostered member pastors serving rostered member congregations and the Vice Presidents of ELCM and its member Synods shall be lay leaders who are active members of rostered member congregations of ELCM.
 - .03. The Secretary and Treasurer of ELCM shall be Lay persons who are active members of rostered ELCM member congregations.
 - .04. The ELCM Ministerium Dean shall be the chaplain and advisor to the Executive Board of the General Conference executive Board. He shall have voice but not vote in all deliberations of the Executive Board.
 - .05. The ELCM General Conference shall have the power to remove an Officer from his Office at any specially called General Conference meeting for such a stated purpose.
 - A. An office holder shall be removed from Office upon failing to be affirmed in Office by a 2/3 majority vote of the rostered member congregations and rostered member pastors.
- e. The General Conference Executive Board of ELCM shall meet at least bi-annually to transact the business of ELCM occurring between the Triennial meetings of the National General Conference.
- f. The Executive Board of ELCM shall be the Board of Trustees of ELCM.
- g. The members of the General Conference Executive Board of ELCM who are not elected but appointed to fill an unexpired term by the General Conference of ELCM (Presidents and Vice Presidents of Synods) shall serve until the end of the unexpired term and then be eligible to stand for election to a 3 year term.

Section 3. ELCM Ministerium(s) & Dean(s)

- a. The rostered member pastors of ELCM and of its Member Synods shall be organized into Ministeriums .
- .01. There shall be three groupings of ELCM Ministerium wherever possible at the ELCM, Synodical, and District expressions.
- b. The same clergy classifications and privileges of membership applying to the General Conferences of ELCM and its member Synods shall also apply to voice and voting membership privileges in the various Ministeriums.
- c. The Ministerium in each expression of ELCM shall elect from among its membership one to hold the office of "Dean". Thus there shall be a Ministerium Dean of ELCM ; a Ministerium Dean of each member Synod, and a Ministerium Dean of each Synodical District.
- e. Each Dean of an ELCM expression shall be elected to office by a true Ecclesiastical ballot by the rostered member ELCM pastors in that particular ELCM Expression.
- .01. The ELCM Ministerium Dean shall be elected for a 3 year term of office covering the time between regularly scheduled Triennial General Conferences of ELCM and shall be eligible without limit for consecutive 3 year terms of office.
 - .02. A Synodical Ministerium Dean and A District Ministerium Dean shall normally be elected for 1 year terms of office and eligible to serve unlimited consecutive terms office as a Ministerium Dean.
 - .03. The Ministerium Dean for each respective Jurisdiction of ELCM shall:
 - a. Chair meetings of the Ministerium ;
 - b. Serve as Chaplain and Worship leader to the General Conference.
 - c. Serve as a confessor to the Pastors of the Ministerium; and
 - d. Serve in an advisory capacity to each respective General Conference Executive Board .
 - e. The District Deans shall be the chief ordaining officers of ELCM .

Section 4. Extensions of the General Conference and General Conference Executive Board.

- a. Extensions of the General Conference and General Conference Executive Board for the sake of enhancing ministry oversight, advisement and planning for ELCM shall be ordered as: Committees, Commissions, Task Forces, and Boards
- b. All such entities created shall stipulate the objectives and purpose as well as all things operational and procedural. These descriptions shall be approved by the General Conference Executive Board and the ELCM General Conference and when adopted shall be entered into the Bylaws under the headings as follow :
 - .01. Board of Publication
 - .02. Board of Theological Education & Ministry
 - .03. Board of Doctrine & Inter Church Dialogue.
 - .04. Board of Missions
 - .05. Board of Pensions and Health Benefits
 - .06. Board of Church Auxiliaries
 - .07. Board of Emergency Relief & Christian Charity

Section 5. Special Ministries and associated corporations of ELCM

- a. The General Conference of ELCM may establish, sponsor, initiate, and develop special Ministries and associated corporate Institutions to assist in serving the member Congregations, Pastors, and Mission effort of ELCM.
 - .01. The General Conference may extend special Calls to Pastors to serve in these settings.
 - A. Special Ministries and Institutions of ELCM or one of its member Synods shall as entities be entitled to representation with the privilege of voice but not vote in the ELCM General Conference (s) .
 - B. Rostered member pastors serving through General Conference Call in special General Conference Ministries or Institutions shall be entitled to vote at ELCM General Conference meetings and at the respective Synodical and District General Conferences to which they are affiliated but shall not be eligible to hold office.

Chapter VIII.

Limiting Liability of Trustees and Officers: Indemnification (Officers, Board members, Trustees)

Section 1

- a. As permitted under the Pennsylvania Directors' Liability Act, 42, PA. Con. Stat. ann. #8363, an officer or voting delegate / pastor as a director of this corporation shall have all of the protection afforded under said Act and shall have a fiduciary relationship to this corporation and shall perform their duties as directors including the director's duties as a member of any committee of the ELCM. Committees upon which the pastor or Lay member may serve, in good faith, in a manner the pastor or Lay member reasonably believes to be in the best interest of this corporation and which sure care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing a Pastor's and Lay member's duties,. The Pastor or Lay member shall be entitled to rely in good faith on information, opinions, reports of statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - .01 . One or more officers or employees of this Corporation whom the pastor or Lay member reasonably believes to be reliable and competent in the matters presented;
 - .02. Counsel, public accountants, or other persons as to matters which the pastor or Lay member reasonably believes to be within the professional or expert competence of such persons;

.03. A committee of the board of ELCM, of The General Conference of ELCM, of a member ELCM Synod, of a Member ELCM District, on an ELCM Ministerium upon which he does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the pastor or the Synod Committee member reasonably believes to merit confidence;

.04. An ELCM Pastor or ELCM layperson serving as committee member shall not be considered to be acting in good faith if the pastor or Lay member has knowledge concerning the matter in question that would cause the pastor's or the Lay member's reliance to be unwarranted.

b. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interest of this corporation.

c. A pastor or Lay member of this corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

.01. The pastor or Lay member has breached or failed to perform the duties of his office under Section a. of this Article; and

.02. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

d. The provision of Section c. of this Article here to shall not apply to:

.01. The responsibility or liability of a pastor or Lay member pursuant to any criminal statute; or,

.02. The liability of a pastor or Lay member for the payment of taxes pursuant to local, state or federal law.

e. The rights, responsibilities and standard of care relating to a pastor or Lay member of this Corporation as delineated in Sections a. through d. of this Article shall also apply and be required of an officer of this Corporation. If, however, a court of competent jurisdiction declares such rights, responsibilities and standard of care found in Sections a. through d. of this Article, inapplicable to an officer of this Corporation, then in that event, an officer shall be required to act in good faith and in a manner the pastor or Lay member reasonably believes to be in, or not opposed to, the best interests of the Corporation. In this regard any criminal action or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the officer did not act in good faith and in a manner which the pastor or Lay member reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that the pastor's or Synod Committee member's conduct was unlawful.

f. Any pastor Lay member, officer, employee or agent of the Corporation who was or is a party to, or is called as a witness in connection with any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that said individual is or was a pastor, Synod Committee member, officer, employee or agent of the Corporation, may be indemnified by the Corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with said action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Means of indemnification shall be in accordance with all applicable law including, but not limited to, 42 PA Con. Stat. Ann. #8363 et seq., known as the Director's Liability Act of Pennsylvania. Executive Board.

Chapter XI

Amendments of the Bylaws of the ELCM Constitution.

Section 1.

a. The General Conference ELCM with the affirmation of 80% of the member congregations and member pastors gathered in General Conference may amend the Bylaws of this Constitution at any General Conference.

.01. Amendments to the Bylaws shall be considered initially adopted by an 80% Super majority Vote of the General Conference.

- b. Amendments to the Bylaws shall be considered formally adopted at the end of a 60 day period with such beginning 2 calendar days following the mailing date of the Official publication of the General Conference action by the Secretary of the General Conference if approved by a minimum of 90% of the rostered member congregations and rostered member pastors.
 - .01. This shall be affirmed when the "No" votes from member pastors and member congregations are submitted regarding a particular amendment and total less than 10 % of the member congregations and member pastors.
 - .02. When the "No" votes from member pastors and member congregations equals 10% or more of the total rostered members of ELCM the amendment shall be deemed not to be enacted.

Section 2.

- a. Amendments to the Bylaws of the ELCM constitution may be submitted and proposed by any rostered member congregation, any rostered member pastor, and by any of the various ELCA expressions (member Synods, Ministeriums, and Districts).

Chapter X.

Distribution of ELCM Assets in the even of Dissolution.

Section 1.

- a. In the event that ELCM ceases to exist but a Member Synod or Synods or a portion of a member synod such as a District continues to exist and function according to tenets set forth in this Constitution then the assets of ELCM shall become the assets of that member ELCM Synod or that portion of the Synod that continues to exist and operate.

Section 2.

- a. In the event ELCM and all of its member Synods and member Districts should cease to exist any assets of ELCM shall be distributed to a Lutheran Church body or Lutheran entity which is deemed to be of a Centrist, Traditional, Biblical, Confessional, Evangelical, Liturgical orientation.

ARTICLE III. Bylaws of the ELCM Constitution

ELCM Required and Recommended items for the Constitutional Formula of Government of Congregations.

Section 1. Items required for ELCM membership

- A. Subscription by a congregation and any pastor called to the Office of Word and Sacrament in the Congregation to the Doctrinal basis of ELCM and to the ELCM Constitution, organizational principles & procedures and Bylaw provisions, and Good Order Procedure .
- B. That the Office of pastor be clearly understood to be that of under-shepherd of Christ Jesus in the life of the congregation and not as the "hireling" of the congregation.
- C. That congregations be willing to receive advice and counsel from the Officers of ELCM, Synod, District, and of the Ministerium.
- D. Congregations and their pastors shall be or become participating members in a Synodical District and in a member ELCM Synod.

Section 2. Items strongly recommended for member congregations.

- A. That a congregation have or upon being accepted into membership an individual tax exempt designation. This emphasizes in a very tangible way the freedom of a congregation to withdraw from ELCM.

B. That each congregation include a provision for Officers and Trustees liability and Indemnification modeled according to the ELCM Bylaw provision but in accord with the legal statutes of the particular State, Commonwealth or Province in which the congregation is located.

C. That congregations make provision similar to the ELCM Muhlenberg method of voting procedures so that the genuine majority of members can be given the benefit of the decision making in the life of the congregation.

D. that the congregation be Officially incorporated

ELCM Good Order Procedure

Formal Subscription is understood in ELCM as an affirmation of agreement with the content of the organizational documents of ELCM and as a record of Public Commitment to be bound with faithfulness/ loyalty by a subscribing Pastor or by a subscribing Congregation not only concerning the Documents of ELCM but also to ELCM as an entity.

The Good order procedure for maintaining roster membership and for changing roster membership to another Lutheran Judicatory

Maintaining Rostered Membership in ELCM

Formal Subscription affirms that a Pastor or a Congregation has made a formal and legal commitment to be faithful to the Evangelical Lutheran Conference & Ministerium (ELCM). A rostered Membership commitment is affirmed to be for a period of no less than 7 years from the date of subscription .

Rostered Pastors and Rostered Vicars of the ELCM Ministerium shall be in attendance at all ELCM General Conferences unless they have requested and been excused from attendance by the President of ELCM.

Rostered Congregations shall be represented by at least one lay delegate in attendance at all ELCM General Conferences.

Changing Rostered ELCM Membership

Should a Pastor or the leadership of a congregation begin to have thought of or a desire to transfer membership or to join another Lutheran Church body (Judicatory) prior to or after the subscribed minimum ELCM rostered membership a Pastor or a Congregation shall follow the steps set forth in this Good order process. Failure to do so is understood as a breach of contract subscription.

1. The President of ELCM shall be contacted and the initial thoughts or desire to seek membership in another Lutheran or other Denominational Judicatory shall be first discussed with the President prior to any formal decisions, or actions or contacts with an officer or committee of another Lutheran Judicatory. "Desire" is understood to mean any initial thinking or reflection or discussion about leaving ELCM prior to any firm decision to leave ELCM.

2. Pastors by their formal subscription contractually commit that they shall not seek to lead or suggest the leaving of an ELCM congregation out of ELCM. This is understood to mean that no informal or formal discussions among members of the respective congregation (s) served shall be initiated by a pastor who has made formal subscription to ELCM. Desire and discussion for the leaving of a pastor from ELCM shall be solely in regard to the respective membership of the pastor. Should a congregation initiate discussions concerning leaving ELCM with the President of ELCM a pastor serving the respective congregation can at that point also initiate discussions with the President concerning a desire by the Pastor to leave ELCM.

3. Congregations by their formal subscription contractually commit that they shall not seek to leave ELCM without first initiating discussions among the leadership and the President of ELCM and then with the entire membership and the President of ELCM. Leaders of congregations that have formally subscribed to the ELCM Constitution, Bylaws, Consensus Policies, and this Good Order procedure also shall not institute informal or formal discussions among the membership concerning seeking membership in another Lutheran Judicatory or a non Lutheran Judicatory until a time of thorough conversation has taken place with the President of ELCM.

4. After seeking and implementing discussion with the president of ELCM a pastor and/ or the leaders of a congregation (followed by discussion between the ELCM President with the entire membership of the respective congregation) then shall be permitted to make contact with another Lutheran Judicatory to consider options. *This shall always be done prior to any final decision by a Pastor or a Congregation to seek to leave ELCM.*

5. Since ELCM allows rostered members (Pastors and/or congregations) to freely leave ELCM after following the good procedure Policy it is emphasized that efforts to convince members to leave ELCM should not be done in secrecy but should be done in open conversation with ELCM as outlined. Those making formal subscription contract with ELCM affirm this open and honest good order procedure. Therefore any notice of actions after decisions have been formalized which are prior to the stipulated meetings and discussions with the President of ELCM is renounced by those making formal subscription to ELCM rostered membership in accord with the Apostolic emphasis that believers renounce all underhanded ways. It is acknowledged by the Signature (Subscription) of a Pastor and by the Signatures (Subscription) of the Officers of a congregation on behalf of the respective Congregation that failure to follow the above outlined Good order procedure is a breach of Subscriptional Contract by either a respective Pastor or by a respective Congregation.