

Proposed Changes to the Shepherd Constitution

May 2022

Proposed by Shepherd’s Constitution Committee: Deb Kohn (Governing Board Vice Chair), Joshua Koepp (Governing Board Secretary), Pam Grace, Ellen Holmgren, Rodger Hagen, Pastor Renee Patterson, and Sister Tashina Good.

In consultation with the Saint Paul Area Synod’s Constitution Review Committee representative Pastor Tanner Howard who has served on Constitution Review Committees for three separate synods for close to 10 years of service.

All highlighted in Yellow are bylaws that will be require a two-thirds vote in 2023 for change. All other sections are constitutional and will require a majority vote in 2023 for change (they will go into effect immediately for a year of trying them on) and will require a two-thirds ratification vote in 2024.

Existing Language	Proposed Language	Rationale
C1.04. In the event that any portion of this constitution is ever found by any tribunal or other entity having jurisdiction over the affairs of this congregation, to be invalid, unauthorized, ultra vires, or otherwise unenforceable, such a finding shall apply only to the section or sections so found and shall not affect the validity of the remainder of the constitution.	<i>Omit.</i>	This provision is not in the model constitution and is unnecessary for church governing documents.
*C4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Governing Board shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. [Such descriptions shall be contained in continuing resolutions in the section on the Congregation Committees.]	*C4.04. This congregation shall develop an organizational structure to be described in the bylaws. The Governing Board shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions.	The bracketed section [] indicates that a decision needs to be made to keep or remove this section. As our Shepherd committees are so fluid it would make more sense to have charters that can be approved by the Governing Board instead of bylaws that require an annual meeting to vote upon the changes by the full congregation.
C5.05. This congregation shall have a mission endowment fund that will operate as specified in this congregation’s [bylaws] [continuing resolutions]. The purpose of the mission endowment fund is to provide for mission work beyond the operational budget of this congregation.	C5.05. This congregation shall have a mission endowment fund that will operate as specified in this congregation’s bylaws. The purpose of the mission endowment fund is to provide for mission work beyond the operational budget of this congregation.	The bracketed section [] indicates that a decision needs to be made to choose one. The committee felt that as bylaws need to be voted upon by the whole congregation and continuing resolutions can be made just by the Governing Board that bylaws would be the best choice for this section.
C11.07.02 Mission Endowment Fund The Governing Board shall administer and oversee the Mission Endowment Fund and its stewardship, including fund-raising, investments, and grants, in	C5.05.01. Mission Endowment Fund The Governing Board shall administer and oversee the Mission Endowment Fund and its stewardship, including fund-raising, investments, and grants, in order	Simply moving this section from the Governing Board section to under the Mission Endowment section to have all relevant information in the

<p>order to enhance the extended ministry and mission outreach of the congregation apart from the congregation's general operations. As part of the Board's duties, it specifically shall:</p> <ol style="list-style-type: none"> a. Coordinate fund-raising activities for long term giving. b. Provide ongoing educational and motivational events and materials to foster stewardship growth and mission development. c. Formulate an Investment Policy to guide investment decisions. d. Strive to distribute income from the Mission Endowment Fund at least annually and at such other times, as it deems necessary and/or practical to accomplish the purposes of the Fund. Distribution of all accumulated income need not occur annually if the Governing Board determines that disbursement of income during a year is not wise or prudent. e. Appoint and charge task forces with specific tasks or projects. 	<p>to enhance the extended ministry and mission outreach of the congregation apart from the congregation's general operations. As part of the Board's duties, it specifically shall:</p> <ol style="list-style-type: none"> a. Coordinate fund-raising activities for long term giving. b. Provide ongoing educational and motivational events and materials to foster stewardship growth and mission development. c. Formulate an Investment Policy to guide investment decisions. d. Strive to distribute income from the Mission Endowment Fund at least annually and at such other times, as it deems necessary and/or practical to accomplish the purposes of the Fund. Distribution of all accumulated income need not occur annually if the Governing Board determines that disbursement of income during a year is not wise or prudent. e. Appoint and charge task forces with specific tasks or projects. 	<p>same location within the constitution.</p>
<p>*C8.02. d. Associate members are persons holding membership in other [ELCA] [Lutheran] [Christian] congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.</p>	<p>*C8.02. d. Associate members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.</p>	<p>The bracketed section [] indicates that a decision needs to be made to choose one. The committee felt that as we have many members whose spouses are of other Christian traditions (i.e. Catholic) this choice would best represent who we are as Shepherd.</p>
<p>C.8.05.01 Discontinuance of Membership</p> <ol style="list-style-type: none"> a. A confirmed member in good standing desiring to change his/her membership to another Lutheran congregation shall, upon request to the pastors, receive a letter of transfer. b. Members who have been dismissed, in accordance with the constitution, or who have resigned, and members who have transferred to other Lutheran congregations, or who are definitely known to have become members of other congregations without transfer, have thereby 	<p><i>Omit.</i></p>	<p>This is redundant. The realities of the bylaw are addressed in C8.05.c & d & e</p>

<p>terminated their membership in the congregation and have surrendered all membership rights.</p>		
<p>C9.01.01 Call to Senior Pastor In the event of a vacancy in the position of senior pastor, the Governing Board shall designate a Call Committee of not more than twelve (12) voting members of the congregation; at least one of which shall be a member of the Governing Board. This committee shall screen candidates and make recommendations to the congregation.</p> <p>C9.01.02 Call to Associate Pastor In the event of a vacancy in the position(s) of associate pastor, the Governing Board shall designate a Call Committee of not more than twelve (12) voting members of the congregation, at least one of which shall be a member of the Governing Board, and the senior pastor who shall be ex officio. This committee shall screen candidates and make recommendations to the congregation.</p>	<p><i>Omitting Both.</i></p>	<p>These bylaws might not be in order as they are not in agreement with the language of the constitutional provision on the Call Committee found in C13.02. If it is in order, it is redundant as C13.02 covers all that is listed here. C13.02 is standard practice in our synod and across the ELCA</p>
<p>C9.04.01 Letter of Call When the congregation has voted to call a Rostered Minister, it shall issue a letter of call to the Rostered Minister-elect. It shall be signed by the governing board chairperson and secretary to coincide with the timing of the call vote.</p>	<p><i>Omit.</i></p>	<p>This is the standard process that resides within the synod documents and therefore does not need to reside within ours.</p>
<p>C9.05.01 Rostered Minister Notice of Termination If a Rostered Minister accepts a Call to another ministry, the Rostered Minister shall announce his/her decision to the Governing Board as quickly as possible. The Rostered Minister shall notify the bishop of the synod of the decision, and shall terminate his/her ministry as soon as reasonable.</p>	<p><i>Omit.</i></p>	<p>This is the standard process that resides within the synod documents and therefore does not need to reside within ours.</p>
<p>C10.01. The Annual Meeting of this congregation shall be held at a time specified in the bylaws.</p>	<p>C10.01. This congregation shall have at least one regular meeting per year. The regular meeting(s) of the congregation shall be held at the time(s) specified in the bylaws. Consistent with the laws of the State of Minnesota, the bylaws shall designate one regular meeting per year as the annual meeting of this congregation.</p>	<p>Updating to the ELCA Model Constitution language for clarity.</p>

<p>C10.01.02 b.3. If a person nominated by the Nominating Committee withdraws, dies, becomes disabled or is disqualified prior to the regular Annual Meeting, the Nominating Committee shall substitute a new nominee in his/her place. Posting, if time permits, shall be by the Vice Chairperson of the congregation.</p>	<p>If a person nominated is unable or unwilling to serve prior to the regular Annual Meeting, the Nominating Committee shall substitute a new nominee in their place. Posting, if time permits, shall be by the Vice Chairperson of the congregation.</p>	<p>Eliminating redundant language. If a person withdraws, dies, etc., they are unable to serve. Also editing pronouns to be in line with our Welcome Statement.</p>
<p>C10.01.02 b. 5. Reports and Budgets. At the regular Annual Meeting, the congregation shall receive reports from all the organizations of the congregation. Such reports, including relevant financial statements, shall be timely submitted in writing to the Chairperson of the Board or his/her designee. The congregation shall also receive and vote on a proposed budget for the new fiscal year. The annual reports and the proposed budget shall be made available to the congregation at least seven (7) days prior to the regular Annual Meeting.</p>	<p>C10.01.02 c. Reports and Budgets. At the regular Annual Meeting, the congregation shall receive reports from all the groups/committees of the congregation. Such reports, including relevant financial statements, shall be timely submitted in writing to the Chairperson of the Board or their designee. The congregation shall also receive and vote on a proposed budget for the new fiscal year. The annual reports and the proposed budget shall be made available to the congregation at least seven (7) days prior to the regular Annual Meeting.</p>	<p>Reports and Budgets is an item separate from then Nominations which is under b. so changed to c. Language changed from organizations to groups/committees to be in line with how Shepherd functions. Also editing pronouns to be in line with our Welcome Statement.</p>
<p>C10.02. A special congregation meeting may be called by the Senior Pastor, the Governing Board, or the Chairperson of this congregation, and shall be called by the chairperson at the written request of 40 voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.</p>	<p>C10.02. A special Congregation Meeting may be called by the senior pastor, the Governing Board, or the Governing Board Chair, and shall be called by the Governing Board Chair of this congregation upon the written request of 40 of the voting members. The chair of the Governing Board shall call a special meeting upon request of the synod bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.</p>	<p>Updated to the Model Constitution Language</p>
<p>C10.03. Requirements for notice and announcement of special and regular meetings of this congregation shall be as specified in the bylaws.</p>	<p>C10.03. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all members at least 10 days in advance of the date of the meeting.</p>	<p>Updated to the Model Constitution Language which is more concise than our bylaws C10.03.01 and C10.03.02 which would now be considered redundant</p>
<p>C10.03.01 Notice of Meeting The official notice of the scheduling of a regular or special meeting of the congregation shall be in writing and shall be signed by the Chairperson of the congregation, or by the person or persons who have called the meeting as authorized by the constitution. Such</p>	<p><i>Omit both.</i></p>	<p>Redundant with the change of C10.03</p>

<p>notice shall state the time, the place, and the purpose of the meeting.</p> <p>C10.03.02 Announcement of Meeting</p> <p>Announcement of the time and place of a regular or special meeting of the congregation shall be made at all worship services of the congregation held during the fourteen (14) days immediately preceding the date of the meeting, and in such publications as the congregation or the pastor may periodically issue, or by written notice to the voting members mailed not less than ten (10) days in advance of the meeting; provided that a meeting called to consider the purchase, disposition, or encumbrance of real property must be called and held in conformity with such provision of civil law as may be applicable. Electronic notice of meetings may be provided in addition to notice by regular mail.</p>		
<p>C10.06.01 Voting Member</p> <p>Congregation members are entitled to vote at the congregation annual meeting. Members will sign in as they enter the meeting area where the meeting of the congregation will be held.</p>	<p>C10.04.01 Voting Member</p> <p>Congregation members are entitled to vote at the congregation annual meeting. Members will be signed in by a Governing Board member or designee as they enter the meeting area where the meeting of the congregation will be held.</p>	<p>Moving under constitutional provision C10.04 as it deals with voting members</p> <p>Editing language for clarity based on what Shepherd actually does.</p>
<p>C10.06.02 Parliamentary Procedures</p> <p>a. Parliamentary procedures shall be in accordance with Robert’s Rules of Order, including the order of business, unless another procedure is specified in the constitution or bylaws.</p> <p>b. Written ballots shall be used:</p> <ol style="list-style-type: none"> 1. To adopt or amend the Articles of Incorporation, constitution, or bylaws of the congregation. 2. To request the resignation of a Rostered Minister. 3. To exclude a member from the congregation or to remove a member from office in the congregation. 4. To sever membership in the Evangelical Lutheran Church in America or its successor. 5. To dispose of, encumber, improve, or purchase real property. 6. To call a Rostered Minister. 	<p>C10.06.01 Written ballots shall be used:</p> <ol style="list-style-type: none"> a. To adopt or amend the Articles of Incorporation, constitution, or bylaws of the congregation. b. To request the resignation of a Rostered Minister. c. To exclude a member from the congregation or to remove a member from office in the congregation. d. To sever membership in the Evangelical Lutheran Church in America or its successor. e. To dispose of, encumber, improve, or purchase real property. f. To call a Rostered Minister. g. Whenever so requested by ten (10) or more voting members present. 	<p>Changing to C10.06.01 as the previous .01 was moved under constitutional provision C10.04</p> <p>Omitting language around parliamentary procedures as C10.07 covers this</p>

7. Whenever so requested by ten (10) or more voting members present.		
Not currently in our constitution	C10.07. <i>Robert's Rules of Order</i> , latest edition, shall govern parliamentary procedure of all meetings of this congregation.	Adding language from the ELCA Model Constitution to give clarity around order within our congregational meetings
Not currently in our constitution. Currently listed as a separate continuing resolution approved by the Governing Board in January 2021 that will go away with this constitutional provision vote	C10.08. This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication. To the extent permitted by state law, notice of all meetings may be provided electronically.	Adding language from the ELCA Model Constitution as MN State Law requires a provision Non and Not for Profit constitutions to hold electronic meetings
*Note that in Shepherd's current constitution Chapters 11 & 12 are combined. We are recommending they be separated out for clarity. You can see that indicated below.		
C11.01. The officers of the congregation, who shall also be the officers of the Governing Board, shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer.	C11.01. The officers of this congregation shall be a chair, vice chair, secretary, and treasurer. a. Duties of the officers shall be specified in the bylaws. b. The officers shall be voting members of this congregation. c. Officers of this congregation shall serve similar offices of the Governing Board and shall be voting members of the Governing Board.	Updated to the Model Constitution Language
C11.01.01 Duties of Officers The duties and functions of each officer of the congregation shall be as follows: a. (reserved) b. The Chairperson shall prepare the agenda for, and preside over, the business meetings of the congregation, and the Governing Board. The Chairperson shall be an ex officio non-voting member of all committees and organizations of the congregation except the Nominating Committee. c. The Vice Chairperson shall assume the duties of the Chairperson during the absence or disqualification of the Chairperson, and shall assist the Chairperson in preparing the agenda for Governing Board meetings and in carrying out the Chairperson's duties, together with such other duties as the Chairperson may assign (see also 13.01b2).	C11.01.01 Duties of Officers The duties and functions of each officer of the congregation shall be as follows: a. (reserved) b. The Chairperson shall prepare or approve the agenda for, and preside over, the business meetings of the congregation, and the Governing Board. The Chairperson shall be an ex officio non-voting member of all committees and organizations of the congregation except the Nominating Committee. c. The Vice Chairperson shall assume the duties of the Chairperson during the absence or disqualification of the Chairperson, and shall assist the Chairperson in preparing or approving the agenda for Governing Board meetings and in carrying out the Chairperson's duties, together with such other duties as the Chairperson may assign.	Language edited to reflect the actual practice of the Governing Board. 13.01b2 has been eliminated as the language in 13.01 is more appropriate in a Nominating Committee Charter than in the Constitution.
C11.03. All Governing Board members including the officers, shall be voting members of the congregation, and shall	C11.02. The congregation shall elect its officers and they shall be the officers of this congregation. The officers shall be	C11.02 changing to C12.01 therefore C11.03 becomes C11.02.

<p>be elected by a majority vote of the congregation, or by written ballot if more than one candidate is nominated for a position.</p>	<p>elected by written ballot and shall serve for two years or until their successors are elected. The term of office for each officer and member of the Governing Board shall begin at 12:01 a.m. on the first day of February following election and shall expire at 12:00 midnight on the thirty-first day of January in the year in which the term concludes.</p>	<p>Changing language to the ELCA Model Constitution to reflect Officers as the Governing Board as a whole is reflected in chapter 12</p>
<p><i>Not currently in the Constitution.</i></p>	<p>C11.03. No officer shall hold more than one office at a time. Governing Board members and officers may serve no more than eight consecutive years.</p>	<p>Added from the ELCA Model Constitution for Clarity This also means our current C11.03 becomes C11.04</p>
<p>C11.04. The term limits, the dates of the terms of office, and the duties of the Governing Board members and the officers of this congregation shall be specified in the bylaws.</p> <p>C11.04.01 Terms of Office a. Term Limits. Elected positions for officers and other board members are two year positions. Board members and officers may serve no more than eight consecutive years. b. Term of Office. The term of office for each officer and member of the Governing Board shall begin at 12:01 a.m. on the first day of February following election and shall expire at 12:00 midnight on the thirty-first day of January in the year in which the term concludes. d. Forfeiture. An officer or Governing Board member who is absent from three (3) consecutive regular meetings without an excuse acceptable to the Governing Board shall forfeit his/her membership or office. C11.05. (Reserved) C11.06. The officers and members of the Governing Board, except the Senior Pastor, shall be elected at a congregational Annual Meeting.</p>	<p><i>Omitted</i></p>	<p>This language is redundant based on the recommendations for C11.02, C11.03, C12.01, C12.01.01, C12.02, and C12.03</p>
<p>C11.16. Vacancies in elective offices that occur during a term of office shall be filled by the appointment of the Governing Board on recommendations of each person by the Nominating Committee. The appointee shall serve the remainder of the vacated term except if the vacancy occurs in the office</p>	<p>C11.04 Vacancies in elective offices that occur during a term of office shall be filled by the appointment of the Governing Board on recommendations of each person by the Nominating Committee. The appointee shall serve the remainder of the vacated term except if the vacancy occurs in the office</p>	<p>Moved to C11.04</p>

<p>of the Chairperson or Vice Chairperson. In that event, the term served by the appointee shall be as follows:</p> <p>a. Vacancy in the office of Vice Chairperson: The term of the appointee shall be until the next congregational election at which time the appointee shall normally stand for election.</p> <p>b. Vacancy in office of chairperson: If the vice chairperson has been duly elected by the congregation, the vice chairperson shall succeed to the chair and serve the remaining term of the outgoing chairperson. A new appointee shall then serve as Vice Chairperson until the next congregational election and then may stand for election for the following year.</p> <p>c. Vacancy in office of Chairperson and Vice Chairperson: If a vacancy occurs in both offices at the same time, the term of the appointees shall be until the next congregational election at which time the appointees shall be eligible to be elected for a full term.</p>	<p>of the Chairperson or Vice Chairperson. In that event, the term served by the appointee shall be as follows:</p> <p>a. Vacancy in the office of Vice Chairperson: The term of the appointee shall be until the next congregational election at which time the appointee shall normally stand for election.</p> <p>b. Vacancy in office of chairperson: If the vice chairperson has been duly elected by the congregation, the vice chairperson shall succeed to the chair and serve the remaining term of the outgoing chairperson. A new appointee shall then serve as Vice Chairperson until the next congregational election and then may stand for election for the following year.</p> <p>c. Vacancy in office of Chairperson and Vice Chairperson: If a vacancy occurs in both offices at the same time, the term of the appointees shall be until the next congregational election at which time the appointees shall be eligible to be elected for a full term.</p>	
<p>C11.02. The voting membership of the Governing Board shall consist of the Senior Pastor, the elected officers of the congregation as described in C11.01, and four other board members at large, at least one of whom may be a youth and at least one of whom may be a young adult.</p> <p>And</p> <p>C11.06. The officers and members of the Governing Board, except the Senior Pastor, shall be elected at a congregational Annual Meeting.</p>	<p>C12.01. The voting membership of the Governing Board shall consist of the senior pastor, the officers of this congregation, and 4 members of this congregation, at least one of whom may be a youth and at least one of whom may be a young adult. Any voting member of this congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Governing Board shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from three successive regular meetings of the Governing Board without cause. Consistent with the laws of the state in which this congregation is incorporated, this congregation may adopt procedures for the removal of a member of the Governing Board in other circumstances.</p>	<p>Combined and moved to C12.01 using the ELCA Model Constitution language for clarity</p>
<p>C11.14. The following persons shall be ineligible for nomination to the Governing Board:</p> <p>a. Any incumbent Governing Board member who has served the maximum</p>	<p>C12.01.01 The following persons shall be ineligible for nomination to the Governing Board:</p> <p>a. Any incumbent Governing Board member who has served the maximum</p>	<p>Moving this from a constitutional provision to a bylaw as it is Shepherd specific.</p>

<p>number of years (as specified in the bylaws) consecutively without a minimum of one year off the Board.</p> <p>b. Any paid church employee, except the Senior Pastor.</p> <p>c. The spouse of any incumbent Governing Board member, except an incumbent Governing Board member whose term is expiring contemporaneously with the potential election of the spouse.</p> <p>d. The spouse of any paid church employee.</p>	<p>number of years (as specified in the bylaws) consecutively without a minimum of one year off the Board.</p> <p>b. Any paid church employee, except the Senior Pastor.</p> <p>c. The spouse of any incumbent Governing Board member, except an incumbent Governing Board member whose term is expiring contemporaneously with the potential election of the spouse.</p> <p>d. The spouse of any paid church employee.</p>	<p>Moving to chapter 12</p>
<p>C11.04.01 Terms of Office</p> <p>a. Term Limits. Elected positions for officers and other board members are two year positions. Board members and officers may serve no more than eight consecutive years.</p> <p>b. Term of Office. The term of office for each officer and member of the Governing Board shall begin at 12:01 a.m. on the first day of February following election and shall expire at 12:00 midnight on the thirty-first day of January in the year in which the term concludes.</p> <p>d. Forfeiture. An officer or Governing Board member who is absent from three (3) consecutive regular meetings without an excuse acceptable to the Governing Board shall forfeit his/her membership or office.</p> <p>C11.05. (Reserved)</p> <p>C11.06. The officers and members of the Governing Board, except the Senior Pastor, shall be elected at a congregational Annual Meeting.</p>	<p>C12.02. The members of the Governing Board except the senior pastor shall be elected by written ballot to serve for 2 years or until their successors are elected. Such members shall be eligible to serve no more than 4 full terms consecutively. The term of office for each officer and member of the Governing Board shall begin at 12:01 a.m. on the first day of February following election and shall expire at 12:00 midnight on the thirty-first day of January in the year in which the term concludes.</p> <p>C12.03. Should a member's place on the Governing Board be declared vacant, the Governing Board shall elect, by majority vote, a successor until the next annual meeting.</p>	<p>Moving these to a constitutional provision instead of a bylaw and cleaning up the language to be clear. Also following the ELCA Model Constitution language. Moved to chapter 12</p>
<p>C11.07. The Governing Board shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Governing Board shall include the following:</p> <p>a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and</p>	<p>C12.04. The Governing Board shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Governing Board shall include the following:</p> <p>a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.</p>	<p>Changed to not only reflect the ELCA Model Constitution but also to be in line with how Shepherd's Governing Board actually functions.</p> <p>Moved to chapter 12</p>

<p>to evaluate its activities in light of its mission and goals.</p> <p>b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.</p> <p>c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.</p> <p>d. To maintain supportive relationships with the pastor(s) and staff.</p> <p>e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.</p> <p>f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.</p> <p>g. To arrange for pastoral service during the sickness or absence of the pastor.</p> <p>h. To emphasize partnership with the synod and churchwide units of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.</p> <p>i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.</p>	<p>b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.</p> <p>c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.</p> <p>d. To maintain supportive relationships with the rostered minister(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.</p> <p>e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.</p> <p>f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.</p> <p>g. To arrange for pastoral service during the sickness or absence of the pastor.</p> <p>h. To emphasize support of the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.</p> <p>i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.</p> <p>j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.</p>	
<p>C11.07.01 In addition to the duties and responsibilities provided in the constitution, the Governing Board shall:</p> <p>tion is entitled to representation.</p> <p>asures among all members of the</p> <p>ngregation.</p> <p>annual review and update.</p> <p>ngregation.</p> <p>ugh the budget process and other</p> <p>l appropriate stewardship drives,</p>	<p><i>Omitted</i></p>	<p>Reflected in C12.04 (see above) and C12.05 (see below). We again are trying to reduce repetitiveness and to be concise.</p>

<p>C11.08. The Governing Board shall be responsible for the financial and property matters of this congregation.</p> <p>a. The Governing Board shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Minnesota, except as otherwise provided herein.</p> <p>b. The Governing Board may enter into contracts for items not included in the budget but may not incur obligations more than 10% in excess of the anticipated receipts except after approval by a congregation meeting.</p> <p>c. The Governing Board shall approve the annual budget prior to adoption by this congregation, shall oversee the expenditure of funds in accordance therewith following its adoption, and may not incur obligations more than 10% in excess of the anticipated receipts except after approval by a congregation meeting.</p> <p>d. The Governing Board shall ensure that the financial affairs of this congregation are being conducted efficiently.</p> <p>e. The Governing Board shall approve all staff appointments.</p>	<p>C12.05. The Governing Board shall be responsible for the financial and property matters of this congregation.</p> <p>a. The Governing Board shall be the board of directors of this congregation and, as such, shall be responsible for maintaining and protecting its property and managing its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Minnesota, except as otherwise provided herein.</p> <p>b. The Governing Board shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of this congregation.</p> <p>c. The Governing Board may enter into contracts of up to 10% in excess of the anticipated receipts except after approval by a congregation meeting.</p> <p>d. The Governing Board shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than 10% in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in collaboration with the synod and churchwide organization.</p> <p>e. The Governing Board shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of mission support monies to the synod treasurer.</p> <p>f. The Governing Board shall be responsible for this congregation's investments and its total insurance program.</p>	<p>Bringing us up to date with the language of the ELCA Model Constitution and moving to chapter 12</p>
<p>C11.08.01 In addition to the duties and responsibilities provided in the constitution, the Governing Board shall:</p>	<p><i>Omitted</i></p>	<p>C11.08.01 a-c already reflected in chapter 12 C11.08.01 d already reflected in chapter 13</p>

<ul style="list-style-type: none"> a. Receive monthly reports from the Treasurer to assure that the expenditures are within the budget approved by the congregation and will not exceed annual revenues. b. Review and approve a budget to submit to the regular annual congregational meeting. c. Assure that the Treasurer and others who have access to the funds of the congregation are adequately bonded. d. Appoint annually an audit committee composed of three persons, at least one of whom shall be a voting member of the congregation. This committee shall examine and review the fiscal records of the previous fiscal year of the congregation and the affiliated organizations and shall report its findings in writing to the Governing Board. Such reviews shall include examination of existing insurance coverage. The Governing Board in its discretion may provide for interim reviews as needed. e. Be responsible for the building and premises of the congregation and for their use and maintenance. 		C11.08.01 e already reflected in chapter 12
C11.09. The Governing Board shall see that the provisions of this constitution and its bylaws, and the continuing resolutions, are carried out.	C12.06. The Governing Board shall see that the provisions of this constitution, its bylaws, and the continuing resolutions are carried out.	Moved to chapter 12
C11.10. (Reserved)	<i>Omitted</i>	Unnecessary reservation
	C12.07. The Governing Board shall provide for an annual review of the membership roster.	Not currently in the constitution but suggested by the ELCA Model Constitution and the committee recommends it.
C11.07.03 Hiring for Other Staff Positions The Governing Board shall establish processes for the hiring of persons for other staff positions, and may delegate certain responsibilities in the hiring process. However, all hires for such	C12.08. The Governing Board shall be responsible for the employment and supervision of the staff of this congregation. Nothing in this provision shall be deemed to affect this congregation's responsibility for the call, terms of call, or termination of call of any	Moved from bylaw to constitutional provision. Inline with ELCA Model Constitution language and Shepherd's current process. Moved to chapter 12

positions are subject to the approval of the Governing Board.	employees who are on a roster of this church.	
C11.11. The Governing Board shall submit an annual report to this congregation at the annual meeting.	C12.09. The Governing Board shall submit a comprehensive report to this congregation at the annual meeting.	Moved to chapter 12
<p>C11.12. The Governing Board shall normally meet once a month. Special meetings may be called by the Senior Pastor or the Chairperson, and shall be called at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.</p> <p>C11.12.01 The regular meetings of the Governing Board will be as the Board shall determine. The date and time will be posted in the church. The meeting shall be open to the members of the congregation. Members may request to speak but will not have a vote. The Governing Board may vote to enter into Executive Session for certain matters at which time congregational members shall be excused.</p>	C12.11. The Governing Board shall normally meet once a month. Special meetings may be called by the senior pastor or the chair and shall be called by the chair at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.	<p>Changed to be in line with both the ELCA Model constitution and how Shepherd’s Governing Board actually runs.</p> <p>Shepherd members all have voice but no vote as standard practice in parliamentary procedures as listed in Robert’s Rules that we would be required to follow under C10.07 therefore is redundant.</p> <p>Moved to chapter 12</p>
<p>C11.13. A quorum for the transaction of business shall consist of a majority of the members of the Governing Board, including the Senior Pastor or interim pastor, except when such person requests or consents to be absent and has given prior approval to an agenda of routine matters which shall be the only business of the meeting.</p> <p>C11.13.01 Duties of Governing Board Business brought before the Governing Board for approval must be approved by a majority or a minimum of four, whichever is greater, of the voting members present in order to be considered passed.</p>	C12.12. A quorum for the transaction of business shall consist of a majority of the members of the Governing Board, including the senior pastor or interim pastor, except when the senior pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the senior pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Governing Board, following consultation with the synod bishop.	<p>Combining and bringing in line with both the ELCA Model Constitution and Shepherd’s Governing Board practices.</p> <p>Moving to chapter 12</p>
Currently a continuing resolution of the Governing Board	C12.13. The Governing Board and its committees may hold meetings by remote communication, including electronically and by telephone conference and, to the extent permitted by state law, notice of all meetings may be provided electronically.	It is not listed in our current constitution but is required by MN state law in order to hold Governing Board or congregational meetings via electronic means. A continuing resolution was

		required to make our meetings legal during the pandemic and adding this to our constitution would make it legal for all meetings moving forward.
C11.15. The following four guidelines shall be used in selecting candidates for all elected positions: a. Commitment to regular worship attendance. b. Commitment to a daily devotional and prayer life. c. Commitment to growth as a Christian through various education opportunities. d. Commitment to sharing the Good News of Jesus Christ with others.	<i>Omitted</i>	We would hope this is true of all of our members but seems like something that would either be a miss use of power to regulate this or held within a policy not a governing legal document.
Chapter 12. RESERVED	<i>Omitted</i>	No longer reserved as we broke up chapter 11 into chapter 11 and 12. See above.
	C13.01. The officers of this congregation and the senior pastor shall constitute the <i>Executive Committee</i> .	Bringing in line with not only the ELCA Model Constitution but also Shepherd's current practices.
C13.01. The voting membership of the Nominating Committee shall consist of the senior pastor and up to five committee members and shall serve a term of one-year running from July 1 to June 30. a. Authority and Function: The Nominating Committee shall nominate members to the Governing Board. The nominations shall be for a specific position. b. Composition: The Nominating Committee shall consist of up to six members as follows: 1. one member to be elected by the Governing Board from its own membership; 2. the Vice Chairperson of the Governing Board; 3. up to three members at large who shall be appointed by the Governing Board. Each of the members at large shall serve a one year term, serving no more than two consecutive terms as a member at large; and 4. the Senior Pastor.	C13.02. A <i>Nominating Committee</i> of up to five voting members of this congregation and the senior pastor shall be elected at the annual meeting for a term of one year. Members of the Nominating Committee are not eligible for consecutive re-election.	The old language would be more appropriate in a committee charter that can be approved by the Governing Board and reviewed annually. We are recommending language similar to the ELCA Model constitution for the Constitution language.

<p>C13.01.01 Chairman of the Nominating Committee The members of the Nominating Committee shall elect the Chairman of the Nominating Committee at the first meeting of the Nominating Committee which shall be set at a time and place by the Senior Pastor.</p>		
	<p>C13.03 A Finance Committee shall consist of four voting members. Three of whom shall be elected by the Governing Board and the fourth shall be the congregational treasurer. The church Business Administrator will serve as a non-voting member.</p>	<p>Bringing in line with not only the ELCA Model Constitution but also Shepherd's current practices.</p>
<p>C13.02. When a pastoral vacancy occurs, a call committee of up to twelve voting members shall be appointed by the Governing Board. The Governing Board may serve as the call committee except when the pastoral vacancy is the senior pastor. Term of the call committee will terminate at installation of the newly-called pastor.</p>	<p>C13.04. When a vacancy occurs in a position for which this congregation calls a rostered minister, a <i>Call Committee</i> of six voting members shall be elected by the Governing Board. Term of office will terminate upon installation of the newly called rostered minister.</p>	<p>Bringing in line with not only the ELCA Model Constitution but also Shepherd's current practices and the practices of the Saint Paul Area Synod of which we are accountable to.</p>
<p>C13.03. Other congregational committees and boards may be formed as the need arises, by decision of the Governing Board.</p>	<p>C13.05. Other congregational committees and boards may be formed as the need arises, by decision of the Governing Board.</p>	<p>Changed from 13.03 to 13.05</p>
	<p>C13.06. The senior pastor of this congregation shall be <i>ex officio</i> a member of all committees and boards of this congregation. The president of this congregation shall be <i>ex officio</i> a member of all committees and boards of this congregation, except the Nominating Committee.</p>	<p>Bringing in line with not only the ELCA Model Constitution but also Shepherd's current practices.</p>