



Evangelical
Lutheran Church
in America

CONSTITUTION

of
CALVARY LUTHERAN CHURCH
RAPID CITY, SOUTH DAKOTA

APPROVED BY SYNOD COUNCIL
SEPTEMBER 26, 2021

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RAPID CITY, SOUTH DAKOTA

PREAMBLE

We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together to preach the Word, administer the sacraments, and carry out God's mission, do hereby adopt this constitution and solemnly pledge ourselves to be governed by its provisions. In the name of the Father and of the Son and of the Holy Spirit.

Chapter 1.

NAME AND INCORPORATION

- C1.01.** The name of this congregation shall be Calvary Lutheran Church.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the congregation of **Calvary Lutheran Church** is hereinafter designated as "this congregation."
- C1.11.** This congregation shall be incorporated under the laws of the State of **South Dakota**.

Chapter 2.

CONFESSION OF FAITH

- C2.01.** This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- C2.02.** This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
- a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
 - b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
 - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- C2.03.** This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.
- C2.04.** This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- C2.05.** This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.
- C2.06.** This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- C2.07.** This congregation confesses the Gospel, recorded in the Holy Scripture and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

Chapter 3.

NATURE OF THE CHURCH

- C3.01.** All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- C3.02.** This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.
- C3.03.** The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.
- C3.04.** This church, inspired and led by the Holy Spirit, participates in The Lutheran World Federation as a global communion of churches, engaging in faithful witness to the gospel of Jesus Christ and in service for the sake of God's mission in the world.
- C3.05.** The name Evangelical Lutheran Church in America (ELCA or "this church") as used herein refers in general references to this whole church, including its three expressions: congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

Chapter 4.

STATEMENT OF PURPOSE

- C4.01.** The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- C4.02.** To participate in God's mission, this congregation as a part of the Church shall:
- a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
 - b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
 - c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
 - d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, standing with the poor and powerless, and committing itself to their needs.
 - e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
 - f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.
- C4.03.** To fulfill these purposes, this congregation shall:
- a. Provide services of worship at which the Word of God is preached and the sacraments are administered.
 - b. Provide pastoral care and assist all members to participate in this ministry.
 - c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
 - d. Teach the Word of God.
 - e. Witness to the reconciling Word of God in Christ, reaching out to all people.
 - f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
 - g. Motivate its members to provide financial support for this congregation's ministry and the ministry of the other expressions of the Evangelical Lutheran Church in America.
 - h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.

- i. Foster and participate in ecumenical relationships consistent with churchwide policy.
- C4.04.** This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council 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.]
- C4.05.** This congregation shall adopt and periodically review a mission statement which will provide specific direction for its programs.
- C4.06.** References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God’s mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

Chapter 5.

POWERS OF THE CONGREGATION

- C5.01.** The powers of this congregation are those necessary to fulfill its purpose.
- C5.02.** The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.
- C5.03.** Only such authority as is delegated to the Congregation Council or other organizational units in this congregation’s governing documents is recognized. All remaining authority is retained by this congregation. This congregation is authorized to:
 - a. call a pastor as provided in Chapter 9;
 - b. terminate the call of a pastor as provided in Chapter 9;
 - c. call a minister of Word and Service;
 - d. terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America;
 - e. adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18;
 - f. approve the annual budget;
 - g. acquire real and personal property by gift, devise, purchase, or other lawful means;
 - h. hold title to and use its property for any and all activities consistent with its purpose;
 - i. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
 - j. elect its Congregation Council, boards, and committees, and require them to carry out their duties in accordance with the constitution, and bylaws, and continuing resolutions; and
 - k. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- C5.04.** This congregation shall elect from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by this congregation and other qualifications shall be as prescribed in guidelines established by the South Dakota Synod of the Evangelical Lutheran Church in America.

Chapter 6.

CHURCH AFFILIATION

- C6.01.** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the South Dakota Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- C6.02.** This congregation accepts the Confession of Faith and agrees to the purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.
- C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
 - a. This congregation agrees to be responsible for its life as a Christian community.
 - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.

- c. This congregation agrees to call pastoral leadership from the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastoral services with a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
- d. This congregation agrees to consider ministers of Word and Service for call to other staff positions in this congregation according to the procedures of the Evangelical Lutheran Church in America.
- e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.

C6.04. Affiliation with the Evangelical Lutheran Church in America is terminated as follows:

- a. This congregation takes action to dissolve.
- b. This congregation ceases to exist.
- c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America or in accordance with provision 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America.
- d. The South Dakota Synod takes charge and control of the property of this congregation to hold, manage, and convey the same on behalf of the synod pursuant to †S13.24. of the synod constitution. This congregation shall have the right to appeal the decision to the next Synod Assembly
- e. This congregation follows the procedures outlined in C6.05.

C6.05. This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:

- a. A resolution indicating the intent to terminate its relationship must be adopted at two legally called and conducted special meetings of this congregation by a two-thirds vote of the voting members present at each meeting. The first such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time this congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the bishop in consultation with the Congregation Council. Unless he or she is a voting member of this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the first meeting.
- b. Within 10 days after the resolution has been voted upon at the first meeting, the secretary of this congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to voting members of this congregation.
- c. If the resolution was adopted by a two-thirds vote of the voting members present at the first meeting, the bishop of the synod and this congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the bishop of the attestation and certification as specified in paragraph b. above.
- d. If this congregation, after such consultation, is still considering termination of its relationship with this church, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the second meeting shall be sent to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is a voting member of this congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the second meeting.
- e. Within 10 days after the resolution has been voted upon, the secretary of this congregation shall submit a copy of the resolution to the bishop, attesting that the second special meeting was legally called and conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to the voting members of the congregation. If the resolution was adopted by a two-thirds vote of the voting members present at the second meeting, the relationship between the congregation and this church shall be terminated subject to Synod Council approval as required by paragraphs f. and g. below.

- f. Unless this notification to the bishop also certifies that this congregation has voted to affiliate with another Lutheran denomination, this congregation shall be deemed an independent or non-Lutheran church, in which case C7.04. shall apply.
- g. This congregation shall abide by these covenants by and among the three expressions of this church:
 - 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in C6.05. shall be required to receive Synod Council approval before terminating their membership in this church.
 - 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in C6.05., to receive synod approval before terminating their membership in this church.
 - 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in C6.05., to satisfy all financial obligations to this church and receive Synod Council approval before terminating their membership in this church.
- h. If this congregation fails to achieve the required two-thirds vote of voting members present at this congregation's first meeting as specified in paragraph a. above or fails to achieve the required two-thirds vote of voting members present at this congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of C6.05. and may begin no sooner than six months after the meeting at which the two-thirds vote was not achieved.

C6.06. If this congregation considers relocation, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is taken.

C6.07. If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate unit of the churchwide organization before any steps are taken leading to such action.

Chapter 7.

PROPERTY OWNERSHIP

C7.01. If this congregation ceases to exist, title to undisposed property shall pass to the South Dakota Synod of the Evangelical Lutheran Church in America.

C7.02. If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline or pursuant to 9.23. of the constitution and bylaws of the Evangelical Lutheran Church in America, title to property shall continue to reside in this congregation.

C7.03. If the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation, provided the process for termination of relationship in C6.05. has been followed. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the South Dakota Synod.

C7.04. If the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body and have followed the process for termination of relationship in C6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the process established by the synod, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America. In neither case does title to this congregation's property transfer to the synod.

- C7.05.** Notwithstanding the provisions of C7.02. and C7.03. above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision 9.71.a. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this congregation accepts such restrictions and:
- a. Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.
 - b. Shall—upon written demand by the Synod Council, pursuant to †S13.23. of the constitution of the South Dakota Synod reconvey and transfer all right, title, and interest in the property to the synod.

Chapter 8. MEMBERSHIP

- C8.01.** Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.
- C8.02.** Members shall be classified as follows:
- a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
 - b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
 - c. **Voting** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of this congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws. They shall not have voted as a seasonal member of another congregation of this church in the previous two calendar months.
 - 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.
 - e. **Seasonal** members are voting members of other congregations of this church who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
 - 1) they shall not be eligible for elected office in, or for membership on the Congregation Council or on a call committee of, this congregation;
 - 2) they shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
 - 3) they shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with this church;
 - 4) they shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
 - 5) they shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
 - 6) they shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.
- C8.03.** All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council.

- C8.04.** It shall be the privilege and duty of members of this congregation to:
- a. make regular use of the means of grace, both Word and sacraments;
 - b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and
 - c. support the work of this congregation, the synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.
- C8.05.** Membership in this congregation shall be terminated by any of the following:
- a. death;
 - b. resignation;
 - c. transfer or release;
 - d. disciplinary action in accordance with Chapter 20 of the constitution and bylaws of the Evangelical Lutheran Church in America; or
 - e. removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.
- Such persons who have been removed from the roll of members shall remain persons for whom the Church has a continuing pastoral concern.

Chapter 9.
ROSTERED MINISTER

- C9.01.** Authority to call a pastor shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.
- C9.02.** Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for this congregation by the synod bishop may be called as a pastor of this congregation.
- C9.03.** Consistent with the faith and practice of the Evangelical Lutheran Church in America,
- a. Every minister of Word and Sacrament shall:
 - 1) preach the Word;
 - 2) administer the sacraments;
 - 3) conduct public worship;
 - 4) provide pastoral care;
 - 5) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - 6) impart knowledge of this church and its wider ministry through available channels of effective communication;
 - 7) witness to the Kingdom of God in the community, in the nation, and abroad; and
 - 8) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
 - b. Each pastor with a congregational call shall, within the congregation:
 - 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) relate to all schools and organizations of this congregation;
 - 3) install regularly elected members of the Congregation Council;
 - 4) with the council, administer discipline;
 - 5) endeavor to increase the support given by the congregation to the work of the churchwide organization and of the South Dakota Synod; and
 - 6) encourage adherence to covenantal relationship with this church as expressed in the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- C9.04.** The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.

- C9.05.** The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:
- a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the pastor's death or, following consultation with the synod bishop, for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the pastoral office effectively in this congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the pastor;
 - 5) suspension of the pastor through discipline for more than three months;
 - 6) resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
 - b. When allegations of physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. When the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament with disability status. Upon removal of the disability and the restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
 - d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the pastor and then to this congregation. The recommendations of the bishop's committee must address whether the pastor's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the pastor, if appropriate. If the pastor and congregation agree to carry out such recommendations, no further action need be taken by the synod.
 - e. If either party fails to assent to the recommendations of the bishop's committee concerning the pastor's call, this congregation may dismiss the pastor only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- C9.06.** At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.

- C9.07.** During the period of service, an interim pastor shall have the rights and duties in this congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any rostered minister providing assistance shall refrain from exerting influence in the selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.
- C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting.
- C9.09.** When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- C9.11.** With the approval of the bishop of the synod, this congregation may depart from C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of C9.05.a.
- C9.12.** The pastor of this congregation:
- a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from this congregation;
 - b. shall submit a summary of such statistics annually to the synod; and
 - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.
- C9.13.** The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.
- C9.14.** The parochial records of this congregation shall be maintained by the pastor and shall remain the property of this congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another call or approval of a request for change in roster status.
- C9.15.** Under special circumstances, subject to the approval of the synod bishop and the concurrence of this congregation, a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between this congregation and the pastor in a form proposed by the synod bishop and approved by this congregation.
- C9.21.** Authority to call a deacon shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.
- C9.22.** Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synod bishop may be called as a deacon of this congregation.

- C9.23.** Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:
- a. Be rooted in the Word of God, for proclamation and service;
 - b. Advocate a prophetic diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
 - c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
 - d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
 - e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
 - f. Practice stewardship that respects God's gift of time, talents, and resources;
 - g. Be grounded in a gathered community for ongoing diaconal formation;
 - h. Share knowledge of this church and its wider ministry of the gospel and advocate for the work of all expressions of this church; and
 - i. Identify and encourage qualified persons to prepare for ministry of the gospel.
- C9.24.** The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.
- C9.25.** The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:
- a. The call of this congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by the deacon's death or, following consultation with the synod bishop, for the following reasons:
 - 1) mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
 - 4) physical disability or mental incapacity of the deacon;
 - 5) suspension of the deacon through discipline for more than three months;
 - 6) resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
 - 7) termination of the relationship between this church and this congregation;
 - 8) dissolution of this congregation or the termination of a parish arrangement; or
 - 9) suspension of this congregation through discipline for more than six months.
 - b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
 - 1) the bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
 - c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod Council shall list the deacon on the roster of Ministers of Word and Service with disability status. Upon removal of the disability and the restoration of the deacon to health, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.

- d. In the case of alleged local difficulties that imperil the effective functioning of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangements. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.
 - e. If either party fails to assent to the recommendations of the bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
 - f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.
- C9.26.** This congregation shall make satisfactory settlement of all financial obligations to a former deacon before calling a successor. A deacon shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting.
- C9.27.** When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.
- C9.28.** With the approval of the bishop of the synod, this congregation may depart from C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of C9.25.a.
- C9.29.** The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacon shall hold membership in one of the congregations.
- C9.31.** The deacon(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

Chapter 10.

CONGREGATION MEETING

- C10.01.** The annual meeting of this congregation shall be held at a time specified in the bylaws. 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 South Dakota, the bylaws shall designate one regular meeting per year as the annual meeting of this congregation.
- C10.02.** A special Congregation Meeting may be called by a pastor, the Congregation Council, or the president of the Congregational Council, and shall be called by the president of the Congregational Council upon the written request of 10 percent of the voting members. The president of the Congregation Council 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.
- 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 voting members at least 10 days in advance of the date of the meeting.
- C10.04.** 50 voting members shall constitute a quorum.
- C10.05.** Voting by proxy or by absentee ballot shall not be permitted.

- C10.06.** All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.
- C10.07.** *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.
- 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.

Chapter 12.
CONGREGATION COUNCIL

- C12.01.** The voting membership of the congregation council shall consist of 9 members of the congregation striving to include a youth and/or young adult in the Council membership.
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 Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council 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 Congregation Council in other circumstances.
- C12.02.** The members of the Congregation Council shall be elected by written ballot to serve for 3 years or until their successors are elected. Such members shall be eligible to serve no more than two full terms consecutively. Their terms shall begin at the close of the annual meeting at which they are elected.
- C12.03.** Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting.
- C12.04.** The Congregation Council 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 Congregation Council shall include the following:
 - 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.
 - b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
 - c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
 - 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.
 - e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
 - f. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.
 - g. To arrange for pastoral service during the sickness or absence of the pastor.
 - 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.
 - i. To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
 - j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- C12.05.** The Congregation Council shall be responsible for the financial and property matters of this congregation.
 - a. The Congregation Council 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 South Dakota, except as otherwise provided herein.
 - b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of this congregation.
 - c. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption.

- d. The Congregation Council 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.
 - e. The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
- C12.06.** The Congregation Council shall see that the provisions of this constitution, its bylaws, and the continuing resolutions] are carried out.
- C12.07.** The Congregation Council shall provide for an annual review of the membership roster.
- C12.08.** The Congregation Council 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 employees who are on a roster of this church.
- C12.09.** The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.
- C12.11.** The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president and shall be called by the president 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.
- C12.12.** A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the pastor or interim pastor, except when the 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 Congregation Council, following consultation with the synod bishop.
- C12.13.** The Congregation Council 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.

Chapter 13.

CONGREGATION COMMITTEES

- C13.01.** The officers of this Congregation Council and the pastor shall constitute the *Executive Committee*.
- C13.02.** A *Nominating Committee* of three voting members of this congregation, two of whom, if possible, shall be outgoing members of the Congregation Council, shall be elected at the annual meeting for a term of one year.
- C13.05.** When a pastoral vacancy occurs in a position for which this congregation calls a rostered minister, a *Call Committee* of six voting members shall be elected by the congregational council. Term of office will terminate upon installation of the newly called rostered minister.
- C13.06.** Other boards and committees of this congregation may be formed, as the need arises, by decision of the Congregation Council.
- C13.07.** Duties of committees of this congregation shall be specified in the continuing resolutions.
- C13.08.** A rostered leader of this congregation shall be *ex officio* a member of all committees and boards of this congregation. The president of the Congregation Council shall be *ex officio* a member of all committees and boards of this congregation, except the Nominating Committee.

Chapter 14.

ORGANIZATIONS WITHIN THIS CONGREGATION

- C14.01.** All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meeting shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.
- C14.02.** Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council and specified in a continuing resolution.

Chapter 15.

DISCIPLINE OF MEMBERS AND ADJUDICATION

- C15.01.** Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of this congregation, or willful and repeated harassment or defamation of member(s) of this congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15–17, proceeding through these successive steps, as necessary: a) private counsel and admonition by the pastor, b) censure and admonition by the pastor in the presence of two or three witnesses, c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.
- C15.02.** The process for discipline of a member of this congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to C15.01. do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three laypersons and two ministers of Word and Sacrament). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.
- C15.03.** If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case and shall appoint a member of the Synod Council to preside as nonvoting chair. Those six members, plus the nonvoting chair, comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- C15.04.** The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- C15.05.** By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
- suspension from the privileges of congregation membership for a designated period of time;
 - suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
 - termination of membership in this congregation; or
 - termination of membership in this congregation and exclusion from the church property and from all congregation activities.
- C15.06.** The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.
- C15.07.** No member of this congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter

C15.10. Adjudication

C15.11. When there is disagreement between or among factions within this congregation on a substantive issue which cannot be resolved by the parties, members of this congregation may petition the synod bishop for consultation after informing the president of this congregation of their intent to do so. The synod bishop shall seek a timely resolution of the dispute. If the issue relates directly to the pastor, the bishop may begin the process in ¶S14.18. d. In all other matters, if the bishop's consultation fails to resolve the issue, the bishop shall refer the matter to the Consultation Committee of the synod, which shall undertake efforts to find an appropriate solution. If the Consultation Committee's efforts fail to resolve the dispute, the entire matter shall be referred to the Synod Council for adjudication by whatever process the Council deems necessary. The Synod Council's decision shall be final.

Chapter 16.

AMENDMENTS

C16.01. Unless provision C16.04. is applicable, those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least 10% of voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify this congregation's members of the proposal together with the council's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.

C16.02. An amendment to this constitution, proposed under C16.01., shall:

- a. be approved at any legally called meeting of this congregation by a majority vote of those voting members present and voting;
- b. be ratified without change at the next annual meeting of this congregation held pursuant to C10.01 by a two-thirds vote of those voting members present and voting; and
- c. have the effective date included in the resolution² and noted in the constitution.

C16.03. Any amendments to this constitution that result from the processes provided in C16.01. and C16.02. shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution of the South Dakota Synod of the ELCA. The synod shall notify this congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.

C16.04. This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* - as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of this congregation without presentation at a prior meeting of this congregation, provided that the Congregation Council has submitted by mail or electronic means, as permitted by state law, notice to this congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of at least two (2) voting members of this congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of this congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

Chapter 17.

BYLAWS

- C17.01.** This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- C17.02.** Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting.
- C17.03.** Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify this congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- C17.04.** Adopted or amended bylaws shall be sent by the secretary of this congregation to the synod.

Chapter 18.

CONTINUING RESOLUTIONS

- C18.01.** This congregation in a legally called meeting or the Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.
- C18.02.** Continuing resolutions shall be enacted or amended by a majority vote of a meeting of this congregation or a two-thirds vote of all voting members of the Congregation Council.
- C18.03.** Adopted or amended continuing resolutions shall be sent by the secretary of this congregation to the synod.

Chapter 19.

INDEMNIFICATION

- C19.01.** Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Congregation Council member, officer, employee, agent, or other member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

BYLAWS
of
CALVARY LUTHERAN CHURCH
RAPID CITY, SOUTH DAKOTA

Adopted January 24, 1988

Amended January 26, 1997

Amended February 27, 2011

SECTION I (The Congregational Meeting)

1. The current roster of voting, confirmed, and baptized members shall be determined prior to each Annual Meeting.
2. The Annual Meeting shall be held on or before March 1 of each year as determined by the Church Council.
3. In the following cases voting shall be by written ballot:
 - a. To adopt or amend the Articles of Incorporation, Constitution, or Bylaws of the congregation
 - b. To call a pastor or request their resignation
 - c. To excommunicate a member from the congregation or to remove a member from office in the congregation
 - d. To sever membership from The Evangelical Lutheran Church in America®
 - e. To dispose of, encumber, or purchase real property
 - f. When requested by ten or more voting members present
4. No one shall be declared elected unless he/she has received a majority of the votes cast.
5. A meeting of the congregation may be majority vote recess to reconvene at a specified time and place. A meeting may also recess to reconvene upon call; provided, however, that the time and place of such a reconvened meeting must be announced at a public service of the congregation, or written notice be mailed to the voting members not less than three days in advance of the reconvened meeting.
6. In the event of a specially called meeting, only the business for which the special meeting has been called shall be transacted.

SECTION II (The Organizational Structure)

1. Church Council

The Church Council shall be responsible for the establishment of policy and the setting of objectives governing the activities of the congregation and for ascertaining that the Senior Pastor directs the activities of the congregation toward the achievement of those objectives. It shall continually seek to look ahead for direction and goals and it shall establish and maintain a 5-year plan for the congregation.

- a. The Council shall meet monthly and at such other times as required.
- b. All members of the Church Council shall be members in good standing of this congregation.

SECTION III (Ministerial Records)

The pastor(s) is(are) required to keep accurate records of their acts in a book provided by the congregation and which shall remain the property of the congregation. They shall report the statistics to the congregation annually and, when required, to the Secretary of the Evangelical Lutheran Church of America®

SECTION IV (Legal Ownership)

1. Title to all real or personal property acquired by the congregation, its organizations, or individuals for use by the congregation and its organizations, shall be held by the congregation.
2. Real property shall not be purchased, disposed of, or encumbered in any manner except by resolution adopted by not less than a two-thirds majority vote of the members present and voting at a legally called meeting of the congregation.

**CALVARY LUTHERAN CHURCH
ENDOWMENT FUND RESOLUTION**

FEBRUARY 25, 2007
Revised Resolution February 27, 2011

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I. PREAMBLE

The Calvary Lutheran Church Trust Fund was established by the church congregation at the legally called annual congregational meeting held on January 27, 1985 (predecessor resolution) and made an Addendum to the Bylaws of Calvary Lutheran Church. The purpose of this document is to provide a replacement resolution that establishes the Calvary Lutheran Church Endowment Fund (Fund) and describes the Fund's objectives and basic operating principles. This replacement bylaw resolution changes the name from *Trust* to *Endowment* to more accurately describe the Fund and implements operating policies and procedures developed since the predecessor bylaw resolution was adopted. At a legally called meeting on February 25, 2007, the congregation approved an amendment to Paragraph IV.1.

II. THE COMMITTEE

1. The Calvary Lutheran Church Endowment Fund Committee (Committee) shall consist of five (5) members, all of whom shall be voting members of Calvary Lutheran Church. Except as herein limited, the term of each member shall be three (3) years. After the adoption of the predecessor bylaw resolution by the congregation, it elected five (5) members to the committee—two (2) for a term of three (3) years; two (2) for a term of two (2) years; and one (1) for a term of one (1) year. The staggered terms shall be maintained by electing the necessary replacement members for a term of three (3) years. No member shall serve more than two consecutive terms. A partial term shall not be counted. A former Committee member may be re-elected twelve (12) months after serving two consecutive terms.
2. In the event of a Committee vacancy, the church council shall forthwith appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fill the vacancy.
3. The nominating committee of the congregation shall nominate for this Committee and report at the annual meeting in the same manner as it does for other offices and committees. Nominations may also be made from the floor. The person(s) receiving the greater number of affirmative votes at the annual meeting shall be elected.
4. Committee members shall maintain communication with the church council, other organizations within the church, and members of the congregation to nurture the total life and mission of the church and of the Fund. Each Committee member must be a member in good standing of Calvary Lutheran Church. Committee members may not serve concurrently on the church council. The senior pastor of the church and the president or chairperson of the church council or his/her designee shall be ex-officio non-voting members of the Committee.
5. The Committee shall elect from its membership a chairperson, treasurer, and secretary at its first meeting each year.

6. The Committee shall meet at least quarterly at a time and place fixed by the Committee and more frequently as may be deemed necessary for the best interests of the Fund. Special meetings may be called with twenty-four (24) hours written or oral notice to the members of the Committee by the chairperson or any two members. No notice other than recording of the resolution of the Committee fixing the time of the regular meetings need be given to the members. Each member is charged with knowledge of the contents of the minute book. Consent to the minutes by a Committee member in writing shall constitute his/her approval of the action reflected in the minutes and taken at the meeting and shall have the same force and effect as though he/she had been present and voting at the meeting reflected by the minutes.
7. A quorum shall consist of three (3) members. The affirmative vote of a majority present and voting shall carry any motion or resolution.
8. The Committee shall establish written bylaws for the functions of the Committee, which shall be maintained by the secretary.
9. The Committee shall maintain accounts with financial institutions that it may by resolution authorize and determine. All checks and other documents transferring or expending any funds or assets in the Fund shall be executed by the treasurer and either the chairperson or secretary of the Committee.
10. Committee members with check signing authority shall provide, at the expense of the Fund, a fidelity bond in a principal amount to be determined by the Committee.
11. The Committee may ask other members of the congregation to serve as advisory members and may employ, at the expense of the Fund, such professional counseling on investments and legal matters as it deems to be for the best interest of the Fund.
12. The treasurer shall maintain complete and accurate books of accounts and may employ professional help as deemed necessary. The books shall be audited annually and the audit report shall be presented to the annual meeting of the congregation.
13. The secretary shall maintain complete and accurate minutes of all meetings of the Committee and supply a copy thereof to each member within ten (10) days after the meeting.
14. The chairperson, or the member designated by the chairperson, shall preside at all Committee meetings.
15. No Committee member shall engage in any self dealing or transactions with the Fund in which the Committee member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interests of the Fund.

III. COMMITTEE DUTIES

1. All new members of the Committee shall be given a copy of this Calvary Lutheran Church Endowment Fund Bylaw Resolution and Committee bylaws to become acquainted with the function and purpose of the Fund.
2. The Committee shall be responsible for all funds received by the church designated by the donor to be held as a permanent fund. In addition, the church council, at its option, may by resolution charge the Committee with the responsibility of stewardship of other funds designated by the council for the Fund. Such funds designated by donors or the council may be through gifts, memorials, bequests, wills, estates, or other sources. Fund assets and property shall be kept and maintained separate, distinct, and independent from the funds and property otherwise belonging to the church.
3. The Committee shall administer any funds it receives as a single fund.
4. The Committee shall inform the members of the congregation of the purposes of the Fund and may make available to members of the congregation professional counselors in the areas of wills, bequests, insurance, and other mechanisms for charitable giving.
5. The Committee, at each annual meeting of the congregation, shall render a full and complete written report of the administration of the Fund during the preceding year. The report shall include the following as a minimum:
 1. Principal at the beginning of the year
 2. Additions to principal
 3. Investment earnings
 4. Expenditures
 5. Principal at the end of the year
 6. Allocation of funds as described in Paragraph IV.1

IV. INVESTMENT AND DISBURSEMENT POLICY AND PROCEDURES

1. The Committee shall review the allocation of Fund assets and invest 75% to 85% in equities and shall invest the remainder in fixed income, cash, and cash equivalents.

If necessary, adjustments to allocation of assets must be conducted at least annually with preference given to the meeting immediately preceding the annual congregational meeting. These guidelines shall be followed after exclusion of instruments or property in the Fund that are not readily convertible to cash (if any).

2. One percent to five percent (1% - 5%) of the Fund value at the end of the prior year shall be disbursed annually. For purposes of setting this value, only cash or instruments readily convertible to cash shall be included. Notwithstanding the provisions of Section VI, this annual disbursement may be derived in whole or in part from the principal of the portfolio. If disbursements are not made in any given year, the amount not disbursed shall be added to the amount to be disbursed in the subsequent year.
3. Distributions from the Fund may be used for the following purposes:
 - a) Capital improvements, church conferences, seminary scholarships, education, other programs, or special building needs of Calvary Lutheran Church—50%
 - b) Outreach into the community, limited to the state of South Dakota—25%
 - c) Support for the missions of ELCA—25%
4. The Committee shall solicit suggestions from the church council and the pastor(s) for disbursements. Following consideration of these suggestions, the Committee shall recommend disbursement at the annual congregational meeting. Following congregational approval of the proposed expenditures, the Committee shall transmit to the congregational treasurer a lump sum in the approved amount. The congregational treasurer shall make disbursements from the funds on the written approval of the pastor and shall keep appropriate records to document the payments made.

V. COMMITTEE POWERS

The Committee shall at all times act within the guidelines of this bylaw resolution, including the investment and disbursement policies and decision of the congregation as set forth in Section IV. Within this framework, the Committee shall have all powers and authority necessary to carry out the purposes of the Fund, including the following powers and authority on behalf of Calvary Lutheran Church:

1. To take, have, hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to handle and manage and control, the Fund, or any part thereof, as they in their judgment and discretion shall deem wise and prudent;
2. To retain any property in the form in which received; to convert and reconvert the Fund, or any part thereof, into other kinds and forms of property, real or personal or mixed, and to invest or reinvest the Fund or assets therein, or any thereof, as they shall deem wise and prudent, including in such common or preferred stocks, bonds, debentures, mortgages, notes or other securities, investments or property whether real or personal, which they in their absolute discretion may select or determine, and including, without limitation, savings deposits of any bank, mutual savings bank, federal home loan bank or savings and loan association, or in the Evangelical Lutheran Church in its America Loan Fund, or in any common trust fund, mutual fund, or any like fund, subject to the usual standards of prudence required of trustees of similar funds;
3. To receive the income, profits, rents and proceeds of the Fund and to collect and receipt for the same, and pay all administrative and necessary expenses in connection with it. Expenses are paid from the Fund income;

4. To make, execute and deliver all instruments necessary or proper for the accomplishment of the purposes of the Fund or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, assignments, conveyances, contracts, purchase agreements, waivers, releases and settlements;
5. To hold investments in the name of the Fund on behalf of the congregation and to sign checks and all other necessary documents on behalf of the congregation in furtherance of the Fund purposes;
6. To employ and reasonably compensate from the Fund income, accountants, agents, and attorneys to assist and advise in the execution of the Fund, but using reasonable care in their selection, and to rely on the advice of the persons so employed.
7. The Committee shall not be liable for any losses, which may be incurred on Fund investments, except to the extent that such losses shall have been caused by bad faith or willful misconduct of the Committee members. Each Committee member shall be liable only for his or her own willful misconduct or bad faith. No Committee member shall be liable for the acts or omissions of any other Committee member, or of any accountant, agent, attorney, or custodian selected with reasonable care.
8. The Committee members shall not receive any compensation, but may be reimbursed from the income of the Fund for expenses reasonably incurred.

VI. THE CONGREGATION

The congregation may upon recommendation by the Committee and a two-thirds (2/3)-majority vote of those present at a legally called meeting of the congregation decide when and if any Fund principal, or corpus, may be used. This principal or corpus use is permissible only in the event of a catastrophe or dire emergency.

The Committee shall supply the congregation with sufficient information to make the best use of the Fund according to its purposes.

This Endowment Fund Bylaw Resolution may not be altered or amended except by a majority vote of the members present at an annual meeting of the congregation or at a special meeting called specifically to amend this resolution.

VII. TAX EXEMPTIONS

Any gifts given to the Fund, as well as all income derived therefrom, shall be used exclusively for religious, charitable, and educational purposes within Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. The Fund is created and shall be operated exclusively for church purposes. No part of the income or property of this Fund shall inure to the benefit of or be distributed to any member, director, or officer of the church or to any other private person, except that the Committee is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Fund shall be the carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the Fund shall (a) not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) do any act which would render contributions to the Fund non-deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

The Fund may be dissolved in accordance with the laws of the State of South Dakota. Upon dissolution of the Fund, and after the payment of all liabilities, obligations, costs, and expenses incurred by the Fund, any remaining assets shall be distributed to such entities organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

VIII. ADOPTION

This Endowment Fund Bylaw Resolution, adopted and amended by the congregation at legally called congregational meetings is hereby made an Addendum to the Bylaws of Calvary Lutheran Church. This Endowment Fund Bylaw Resolution replaces the Trust Fund Bylaw Resolution dated January 27, 1985.

Dated 25 day of February, 2007.

CALVARY LUTHERAN CHURCH

BY Jimmy J. Becker
ITS PRESIDENT

AND Sharon Hasvold
ITS SECRETARY

**CALVARY LUTHERAN CHURCH
ENDOWMENT FUND**

COMMITTEE BYLAWS

February 25, 2007
Revised Bylaws November 14, 2016
Revised Bylaws November 29, 2022

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RECORD OF REVISION HISTORY

Revision Number	Date	Description
0	1/27/1985	At annual meeting- established the "Calvary Lutheran Church Trust Fund" and made an Addendum to the Bylaws of Calvary Lutheran Church
0	2/28/1999	Endowment Fund was established at an annual meeting and replaces the "Calvary Lutheran Church Trust Find"
1	Jul. 19, 2000	Article IV. Section 5. Requires Church Treasurer Report to Committee. Article X. Second reading before bylaws changed except in emergency.
2	Feb. 25, 2007	Article IV. Section 3. Change Fund allocation to 75% to 85% equities and other changes
3	November 14, 2016	Article IV. Sections 2,3, and 4 to allow investment in the ELCA Endowment Fund Pooled Trust
4	November <u>29</u> 2022	Made changes to allow endowments funds also to be place with BHACF & SDCF

ARTICLE I. PREAMBLE

The Calvary Lutheran Church (Church) Endowment Fund (Fund) was established by a resolution of the Church congregation at the legally called annual congregational meeting held on February 28, 1999, and later amended on February 25, 2007 and on February 27, 2011. The Endowment Fund replaced the Trust Fund (predecessor Fund) that was established January 27, 1985. Paragraph II.8 of the Fund Resolution requires that the Calvary Lutheran Church Endowment Fund Committee (Committee) establish written bylaws for the function of the Committee. The purpose of this document is to provide the bylaws that govern the function and operation of the Committee, as authorized by the Fund Resolution.

ARTICLE II. COMMITTEE

Section 1. General Powers. The business and affairs of the Fund shall be managed by its Committee.

Section 2. Number, Tenure, and Qualifications. The Committee shall consist of five (5) members, all of whom shall be voting members of Calvary Lutheran Church. Except as herein limited, the term of each member shall be three (3) years. Staggered terms for the members shall be maintained with successive elections over a three-year period of one, two, and two new members. No member shall serve more than two consecutive terms. A partial term shall not be counted. A former Committee member may be reelected twelve (12) months after serving two consecutive terms. Committee members may not serve concurrently on the Church council. The senior pastor of the Church and the president or chairperson of the Church council or his/her designee shall be ex-officio non-voting members of the Committee. The Committee may ask other members of the congregation to serve as advisory members.

Section 3. Regular Meetings. Regular meetings shall be held on a quarterly basis at a time and place set by the Committee.

Section 4. Special Meetings. The Committee may provide, by resolution, the time and place for holding special meetings without notice other than the resolution. The Chairperson or any two members may call special meetings with twenty-four (24) hours written or oral notice to the members of the Committee.

Section 5. Quorum. A quorum shall consist of three (3) members. The affirmative vote of a majority present and voting shall carry any motion or resolution and shall be deemed an act of the Committee.

Section 6. Vacancies. Any vacancy shall be filled by the Church council until the next annual meeting of the congregation, at which time the congregation shall elect a member to fill the vacancy.

Section 7. Compensation. No Committee member shall receive any compensation for serving. By resolution of the Committee, members may be reimbursed for reasonable expenses required to carry out their assigned duties.

Section 8. Member Assent. Committee members present at any meeting where action is taken on any Fund matter shall be assumed to have assented to the action unless their dissent is recorded in the meeting minutes. Committee members absent from a meeting may record their assent or dissent to the minutes in writing to the Secretary. This action shall constitute their approval or disapproval of the action reflected in the minutes and taken at the meeting and shall have the same force and effect as though they had been present and voting at the meeting.

Section 9. Standing Committees. The Committee shall appoint from among its members an audit committee. The audit committee shall meet before and after each yearly audit with representatives of the Church Audit Team. The audit committee should instruct the Church Audit Team that the audit committee expects to be advised if there are any areas that require its special attention.

Section 10. Ad Hoc Committees. The Committee Chairperson may assign special committees for any specific purpose and duration.

ARTICLE III. OFFICERS

Section 1. Number. The officers of the Committee shall be a Chairperson, a Treasurer, and a Secretary. The same person may hold any two offices except that the same person shall not hold the offices of Chairperson and Secretary. If required by the Committee, these officers shall provide, at the expense of the Fund, a fidelity bond for the faithful discharge of their duties in a principal amount to be determined by the Committee.

Section 2. Election and Term of Office. The officers of the Committee shall be elected annually at the first meeting of the Committee held after each annual meeting of the Church congregation. Each officer shall hold office until a successor shall be duly elected or until death, resignation, or removal in the manner provided herein.

Section 3. Removal. The Committee may remove any officer or agent elected or appointed by the Committee whenever, in its judgement, the best interests of the Fund would be served thereby, but such removal shall be without prejudice of any person so removed.

Section 4. Vacancies. A vacancy of any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Committee for the unexpired portion of the term.

Section 5. Chairperson. The Chairperson shall be the principal executive officer of the Committee, subject to control of the Committee, and shall generally direct and control all of the business and affairs of the Fund. Together with the Treasurer, the Chairperson may sign all checks and other documents transferring or expending any funds or assets in the Fund. The Chairperson's duties include but are not necessarily limited to the following:

1. Chair and conduct Committee meetings.
2. Formulate and issue meeting agendas.
3. Represent Committee in other Church organizations.
4. Ensure the orderly transition of officers, members, and records.
5. Present Committee report at annual congregational meeting.
6. Assist Secretary and Treasurer in the performance of their duties.
7. Assignment of ad hoc subcommittees.
8. Write letters of recognition and thanks for contributions to the Fund.

Section 6. Secretary. The Secretary shall be the principal custodian of Committee records. Together with the Treasurer, the Secretary may sign all checks and other documents transferring or expending any funds or assets in the Fund. The Secretary's duties include but are not necessarily limited to the following:

1. Record and distribute meeting minutes.
2. Maintain minutes in book form (The Minute Book).
3. Maintain annual Committee reports to the congregation.
4. Maintain the bylaws adopted by the committee governing Committee functions.
5. Notify Committee members of upcoming meetings.
6. Any such other transcription and written communication that may be required by the Committee.

Section 7. Treasurer. The Treasurer shall have principal charge and custody of funds and securities for the Fund. The Treasurer shall have primary responsibility for financial records and statements for the Fund. Together with the Chairperson or the Secretary, the Treasurer may sign all checks and other documents transferring or expending any funds or assets in the Fund. The Treasurer's duties include but are not necessarily limited to the following:

1. Maintain Committee financial records.
2. Maintain investment portfolio records.
3. Coordinate and facilitate annual distribution of Trust funds.
4. Prepare annual financial report.

ARTICLE IV. COMMITTEE DUTIES

Section 1. The Fund. The Committee shall establish written bylaws for the functions of the Committee. The Committee shall be responsible for all funds received by the Church designated by the donor to be held as a permanent fund. In addition, the Church council, at its option, may by resolution charge the Committee with the responsibility or stewardship of other funds designated by the council for the Fund. Such funds designated by donors or the council may be through gifts, memorials, bequests, wills, estates, or other sources. Fund assets and property shall be kept and maintained separate, distinct, and independent from the funds and property otherwise belonging to the Church. The Committee shall administer any funds it receives as a single fund.

Section 2. Accounts. The Committee shall may maintain accounts with the ELCA Endowment Fund Pooled Trust (hereafter "ELCA"), the Black Hills Area Community Foundation (hereafter "BHACF"), the South Dakota Community Foundation (the South Dakota Community Foundation (hereafter "SDCF"), or financial institutions that it may by resolution authorize and determine.

Section 3. Fund Allocation. Unless the fund is invested with the ELCA, BHACF, or SDCF, the Committee shall review the allocation of Fund assets and invest 75% to 85% in equities and shall invest the remainder in fixed income, cash, and cash equivalents or shall invest according to the policies of the ELCA if the funds are invested with the ELCA. If necessary, adjustments to allocation of assets must be conducted at least annually with preference given to the meeting immediately preceding the annual congregational meeting. These guidelines shall be followed after exclusion of instruments or property in the Fund that are not readily convertible to cash (if any).

Section 4. Disbursements. One percent to five percent (1% - 5%) of the Fund value at the end of the prior year shall be disbursed annually, unless otherwise limited by the custodian of the fund i.e. by ELCA, BHACF, or SDCF. If the fund is not invested with the ECLA, BHACF, or the SDCF, for purposes of setting this value, only cash or instruments readily convertible to cash shall be included. The Committee shall ensure:

A) If the fund is with the ELCA, that any distributions from the Fund will be in the proportionate amounts and for the purposes listed below: 1) Capital improvements, Church conferences, seminary scholarships, education, other programs, or special building needs of Calvary Lutheran Church—50%

2) Outreach into the community, limited to the state of South Dakota—25%

3) Support for the missions of ELCA—25%

B) If the fund is with the SDCF, the Endowment Committee will make recommendations as to the use of the annual distribution and which may include, but is not limited to, capital improvements, church conferences, seminary scholarships, education or other programs, special building needs of Calvary Lutheran Church or outreach or support at a local, state, national, or international level.

C) If the fund is with the BHACF, the Endowment Committee will make recommendations as to the use of the annual distribution and which may include, but is not limited to, capital improvements, church conferences, seminary scholarships, education or other programs, special building needs of Calvary Lutheran Church or outreach or support at a local, state, national, or international level. However, if the fund is a special designated fund, such as a fund to benefit children, then the Endowment Committee shall make recommendations consistent with the special fund designation.

D) If the fund is with a financial institution, the Endowment Committee will make recommendations as to the use of the annual distribution and which may include, but is not limited to, capital improvements, church conferences, seminary scholarships, education or other programs, special building needs of Calvary Lutheran Church or outreach or support at a local, state, national, or international level. But if the fund with the financial institution is a special designated fund, such as a fund to benefit children, then the Endowment Committee shall make recommendations consistent with the special fund designation.

Section 5. Disbursement Recipients. The Committee shall solicit suggestions from the Church council and the pastor(s) for disbursements. Following consideration of these suggestions, the Committee shall recommend disbursement at the annual congregational meeting. Following congregational approval of the proposed expenditures, the Committee shall transmit to the congregational treasurer a lump sum in the approved amount. The congregational treasurer shall make disbursements from the funds on the written approval of the pastor, shall keep appropriate records to document the payments made, and shall provide a report to the Committee following completion of the disbursements.

Section 6. Communication. Committee members shall maintain communication with the Church council, other organizations within the Church, and members of the congregation to nurture the total life and mission of the Church and of the Fund.

Section 7. Annual Report. The Committee shall render a full and complete written report of the administration of the Fund during the preceding year for the annual meeting of the congregation. The report shall include the following as a minimum:

1. Principal at the beginning of the year
2. Additions to principal
3. Investment earnings
4. Expenditures
5. Principal at the end of the year
6. Allocation of funds as described in Article IV, Section 3.

Section 8. Assistance. The Committee may employ, at the expense of the Fund, such professional counseling on investments and legal matters as it deems to be for the best interest of the Fund. The Committee may make available to members of the congregation professional counselors in the areas of wills, bequests, insurance, and other mechanisms for charitable giving.

ARTICLE V. WRITTEN CONSENT TO DISPENSE WITH MEETING

Any action to be taken at a meeting of the Committee or any action which may be taken at a meeting of the Committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed before such action by all Committee members. This written consent shall have the same effect as a unanimous vote.

ARTICLE VI. CONDUCT AND LIABILITY

No Committee member shall engage in any self dealing or transactions with the Fund in which the Committee member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interests of the Fund.

The Committee shall not be liable for any losses, which may be incurred on Fund investments, except to the extent that such losses shall have been caused by bad faith or willful misconduct of the Committee members. Each Committee member shall be liable only for his or her own willful misconduct or bad faith. No Committee member shall be liable for the acts or omissions of any other Committee member or of any accountant, agent, attorney, or custodian selected with reasonable care.

ARTICLE VII. LIMITATION ON AUTHORITY OF COMMITTEE

No executive, standing, or ad hoc committee or Committee member shall have the authority of the Committee with regard to amending these bylaws or executing the sale, lease, exchange, or other disposition of the assets of the Fund.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Committee shall coincide with the fiscal year for Calvary Lutheran Church and shall begin on January 1st and end on December 31st.

ARTICLE IX. TAX EXEMPTION RESTRICTIONS

Any gifts given to the Fund, as well as all income derived therefrom, shall be used exclusively for religious, charitable, and educational purposes within Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of this document, the Fund shall (a) not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) do any act which would render contributions to the Fund

nondeductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE X. AMENDMENTS

These bylaws may be altered, amended, or repealed. Bylaw changes may be adopted by the Committee at any regular or special meeting that follows introduction of the recommended bylaw changes. However, bylaw changes may be enacted foregoing the review period with unanimous Committee consent.

ARTICLE XI. PRECEDENCE

In the event any of these bylaws are judged to be in conflict with the Calvary Lutheran Church Endowment Fund Bylaw Resolution dated February 28, 1999 and later amended on February 25, 2007 and on February 27, 2011, the Resolution shall take precedence.