CONSTITUTION, BYLAWS, AND CONTINUING RESOLUTIONS
of the
SOUTHEASTERN PENNSYLVANIA SYNOD
EVANGELICAL LUTHERAN CHURCH IN AMERICA
2026 Version

CODIFICATION EXPLANATION

The provisions of the Constitution, the Bylaws, and the Continuing Resolutions that pertain to the same matter have been placed together. This arrangement requires that the three types of material be identified by means other than physical separation.

The three types of provisions are identified by the following devices:

a. All constitutional provisions are printed in **bold face** type.

b. All bylaw provisions are printed in light face type.

c. All continuing resolutions are printed in *italic* type.

d. A numerical codification indicates general subject, constitutional provisions, bylaw provisions, and continuing resolutions.

Major sections are designated as chapters. The chapters are numbered 1 through 19. The chapter designation becomes the first number in the codification sequence and is followed by a period.

Constitutional provisions are codified with two sets of numbers, the chapter number and a two-digit number preceding the second period in the codification.

Bylaw provisions are codified with three sets of numbers, the chapter number, the related constitutional provision number, and a two-digit number.

Continuing resolutions also are codified with three sets of numbers except that the third set is preceded by a capital letter. Thus, a continuing resolution might be numbered 16, to designate the chapter; 16.11. to designate the subject matter within the chapter; and the third set might by numbered A91. in the codification 16.11.A91. to indicate by the "A" that it is the first continuing resolution regarding that subject and by the "91" that it was adopted in 1991.

Provisions in the Constitution for Synods are prefaced with "S", and those in the Model Constitution for Congregations with "C".

In these governing documents, with the exception of the "Restated Articles of Incorporation," "Church" with a capital letter is used in references to the one, holy, catholic, and apostolic Church. In references to the Evangelical Lutheran Church in America, the words "church" and "this church" in lower case letters are employed.

Required provisions are designated by a bold-faced dagger, "**†**". Such required provisions:

(1) may only be adopted or amended by the Churchwide Assembly;
(2) may not be altered or amended by the Synod Assembly; and
(3) are to be introduced "at once" into the synod's constitution upon notification of the amendment or adoption of the provision (**†**S18.12.).

CONSTITUTION, BYLAWS AND CONTINUING RESOLUTIONS
Southeastern Pennsylvania Synod - ELCA

Chapter 1.
NAME AND INCORPORATION

†S1.01. The name of this synod, as determined by the Churchwide Assembly, shall be the Southeastern Pennsylvania Synod of the Evangelical Lutheran Church in America hereafter designated as "this synod" or "the synod."

†S1.02. For the purpose of this constitution and the accompanying bylaws, the Southeastern Pennsylvania Synod of the Evangelical Lutheran Church in America is hereafter designated as "this synod" or "the synod."

†S1.11. This synod shall be incorporated. Amendments to the articles of incorporation of this synod shall be submitted to the Church Council for ratification before filing.

S1.21. The seal of this synod is a cross and three entwined circles beside the cross. The name of this synod forms the circular outer edge of the seal.

Chapter 2.
STATUS

†S2.01. This synod possesses the powers conferred upon it, and accepts the duties and responsibilities assigned to it, in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, which are recognized as having governing force in the life of this synod.

†S2.02. 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.

†S2.03. No provision of this constitution shall be inconsistent with the constitution and bylaws of this church.

Chapter 3.
TERRITORY

†S3.01. The territory of this synod, as determined by the Churchwide Assembly, shall be the counties of Bucks, Chester, Delaware, Montgomery, Philadelphia in the Commonwealth of PENNSYLVANIA.

†S3.02. "Determined by the Churchwide Assembly," as stipulated by †S3.01., is understood to include the reported changes in synod relationship made by any congregation in a border area agreed under ELCA bylaws 10.01.01. and 10.01.03.

Chapter 4.
CONFESSION OF FAITH

†S4.01. **This synod confesses the Triune God, Father, Son, and Holy Spirit.**

†S4.02. **This synod 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.**

†S4.03. **This synod 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.**

†S4.04. **This synod accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this synod.**

†S4.05. **This synod 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.**

†S4.06. **This synod 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.**

†S4.07. **This synod confesses the Gospel, recorded in the Holy Scriptures 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 5.
NATURE OF THE CHURCH

†S5.01. **All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this synod are to be carried out under his rule and authority.**

†S5.02. **This church confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.**

†S5.03. **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. This church, 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.**

†S5.04. **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.**

Chapter 6.
STATEMENT OF PURPOSE

†S6.01. **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.**

†S6.02. **To participate in God's mission, this synod as a part of the Church shall:**

- **a. 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.**
- **b. 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.**
- **c. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity, justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, embracing and welcoming racially and ethnically diverse populations, and standing in solidarity with the poor and oppressed, and committing itself to their needs.**
- **d. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.**
- **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.

†S6.03. **This synod, in cooperation with the churchwide organization, shall bear primary responsibility for the oversight of the life and mission of this church in its territory. In fulfillment of this role and consistent with policies and procedures of this church, the synod shall:**

a. Provide for pastoral care of congregations and rostered ministers in the synod;
b. Plan for, facilitate, and nurture the mission of this church through congregations;
c. Strengthen interdependent relationships among congregations, synods, and the churchwide organization, and foster relationships with agencies and institutions affiliated with or related to this church as well as ecumenical partners.
d. Interpret the work of this church to congregations and to the public on the territory of the synod.

†S6.03.01. The responsibilities of the synod include the following:

a. providing for pastoral care of congregations, ministers of Word and Sacrament, and ministers of Word and Service in the synod, including:
    1) approving candidates for rostered ministry in cooperation with the appropriate seminaries of this church, which may be done through multi-synod committees;
    2) authorizing ordinations and ordaining rostered ministers on behalf of this church;
    3) consulting in the call process for rostered ministers.
b. providing for leadership recruitment, preparation, and support in accordance with churchwide standards and policies, including:
    1) nurturing and supporting congregations and lay leaders;
    2) seeking and recruiting qualified candidates for the rostered ministries of this church;
    3) making provision for pastoral care, call review, and guidance;
    4) encouraging and supporting persons on the rosters of this church in stewardship of their abilities, care of self, and pursuit of continuing education to undergird their effectiveness of service; and
    5) supporting recruitment of leaders for this church's colleges, universities, seminaries, and social ministry organizations.
c. providing for discipline of congregations, ministers of Word and Sacrament, and ministers of Word and Service; as well as for termination of call, appointment, adjudication, and appeals consistent with Chapter 20 of this church's constitution.
d. providing for archives in conjunction with other synods.

†S6.03.02. In planning for, facilitating, and nurturing the mission of this church through congregations, the responsibilities of the synod include the following:

a. developing of new ministries, redevelopment of existing ministries, and support and assistance in the conclusion, if necessary, of a particular ministry;
b. leading and encouraging of congregations in their evangelism efforts;
c. assisting members of its congregations in carrying out their ministries in the world;
d. encouraging congregations to respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society;
e. providing resources for congregational life;
f. grouping congregations in conferences, clusters, coalitions, or other area subdivisions for mission purposes.

†S6.03.03. In strengthening interdependent relationships among congregations, synods, and the churchwide organization, and in fostering relationships with agencies and institutions affiliated with or related to this church as well as with ecumenical partners, the responsibilities of the synod include the following:

a. promoting interdependent relationships among congregations, synods, and the churchwide organization, and entering into relationships with other synods in the region;
b. fostering organizations for youth, women, and men, and organizations for language or ethnic communities;
c. developing relationships with social ministry organizations and ministries, participating in their mission planning, and providing supportive funding;
d. supporting relationships with and providing supportive funding on behalf of colleges, universities, and campus ministries;
e. maintaining relationships with and providing supportive funding on behalf of seminaries and continuing education centers;
f. fostering supporting relationships with camps and other outdoor ministries;
g. fostering supporting relationships with preschools, elementary schools, and secondary schools operated by congregations of the synod;
h. fostering relationships with ecumenical and global companions;
i. cooperating with other synods and the churchwide organization in creating, using, and supporting regions to carry out those functions of the synod which can best be done cooperatively with other synods and the churchwide organization.

†S6.03.04. In interpreting the work of this church on the territory of the synod, the responsibilities of the synod include the following:

a. encouraging financial support for the work of this church by individuals and congregations;
b. participating in churchwide programs;
c. interpreting social statements in a manner consistent with the interpretation given by the churchwide unit or office which assisted in the development of the statement, and suggestion of social study issues;
d. providing ecumenical guidance and encouragement.

S6.03.11. The synod shall encourage the development and support of educational and social ministries according to the provisions of the ELCA.

S6.03.12 The synod shall relate to Muhlenberg College through financial contributions and election of board members. The synod shall relate to Gettysburg College through election of a board member.

S6.03.13. The synod shall relate to United Lutheran Seminary through financial support and election of board members.

S6.03.14. The synod shall encourage support of all social ministry organizations on its territory, which have a history of or are currently affiliated by the ELCA and Lutheran Services of America, including:

1. Gemma Services;
2. KenCrest;
3. Liberty Lutheran affiliates: Artman, LCFS's West Philadelphia Senior Center, The Hearth at Drexel, Paul's Run, The Manor at York Town, The Becoming Center at Artman, Lutheran Congregational Services and Liberty at Home;
4. Diakon Lutheran Social Ministries, including: Manatawny Manor, and Twining Village;
5. Diakon Child, Family and Community Ministries, including: Diakon Adoption and Foster Care, and Diakon Youth Services, and Diakon Family Reunification and Family Preservation Services;
6. Lutheran Settlement House.

S6.03.15. The synod shall relate to the Eastern Pennsylvania Lutheran Camp Corporation through financial support and appointment or election of board members.

S6.03.16. The synod shall relate to the Lutheran Campus Ministry of Southeast Pennsylvania, incorporated through financial support and appointment or election of board members.

S6.03.17. The synod shall relate to the Lutheran Archives Center at Philadelphia through financial support and appointment by the bishop of an archivist who shall represent the synod on the board of the Lutheran Archives Center at Philadelphia.

†S6.04. **Except as otherwise provided in this constitution and bylaws, the Synod Council shall establish processes that will ensure that at least 60 percent of the members of the synod assemblies, councils, committees, boards, and other organizational units shall be laypersons; and that, as nearly as possible, at least 45 percent of the lay members of assemblies, councils, committees, boards, or other organizational units shall be women and, as nearly as possible, at least 45 percent shall be men; and that, where possible, the representation of rostered ministers shall include both men and women. This synod shall establish processes that will enable it to reach a minimum goal that 10 percent of its assemblies, councils, committees,**

boards, or other organizational units be persons of color and/or persons whose primary language is other than English.

†S6.04.01. It is the goal of this synod that at least 10 percent of the voting members of the Synod Assembly, Synod Council, committees, and organizational units of this synod be youth and young adults. The Synod Council shall establish a plan for implementing this goal. For purposes of the constitution, bylaws, and continuing resolutions of this synod, the term "youth" means a voting member of a congregation who has not reached the age of 18 at the time of election or appointment for service. The term "young adult" means a voting member of a congregation between the ages of 18 and 30 at the time of election or appointment for service.

†S6.04.02. It is the goal of this synod that at least 10 percent of the voting members of the Synod Assembly, Synod Council, committees, and organizational units of this synod be members of historically underrepresented groups, in addition to the 10 percent representation of persons of color and/or persons whose primary language is other than English in †S6.04. The Synod Council shall establish a plan for implementing this goal.

S6.04.C02. *It is the additional intention of this synod to increase from 10 percent to 20 percent the representation of persons of color and/or persons whose primary language is other than English who serve on the above-mentioned synod bodies.*

S6.04.D10. *The synod's Lutheran Youth Organization may appoint or elect a non-voting Synod Council representative if desired.*

†S6.05. Each assembly, council, committee, board, commission, task force, or other body of this synod or any synod units shall be conclusively presumed to have been properly constituted, and neither the method of selection nor the composition of any such assembly, council, committee, board, commission, task force, or other body may be challenged in a court of law by any person or be used as the basis of a challenge in a court of law to the validity or effect of any action taken or authorized by any such assembly, council, committee, board, commission, task force, or other body.

†S6.06. 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 7.
SYNOD ASSEMBLY

†S7.01. **This synod shall have a Synod Assembly, which shall be its highest legislative authority. The powers of the Synod Assembly are limited only by the provisions in the Articles of Incorporation, this constitution and bylaws, the assembly's own resolutions, and the constitution and bylaws of the Evangelical Lutheran Church in America.**

†S7.11. **A regular meeting of the Synod Assembly shall be held at least triennially.**

S7.11.01. A regular meeting of the Synod Assembly shall be held annually unless performance becomes impossible or impracticable, especially as a result of an event or effect that could not have been anticipated or controlled, such as a public health crisis; severe acts of nature or weather events including floods, fires, earthquakes, hurricanes, or explosions; war, acts of terrorism, and epidemics; acts of governmental authorities such as expropriation, condemnation, confinement orders/recommendations; strikes and labor disputes; or other such events that make the meeting impossible or impracticable.

S7.12. **Special meetings of the Synod Assembly may be called by the bishop with the consent of the Synod Council, and shall be called by the bishop at the request of one-fifth of the voting members of the Synod Assembly.**

- **a. The notice of each special meeting shall define the purpose for which it is to be held. The scope of actions to be taken at such a special meeting shall be limited to the subject matter(s) described in the notice.**
- **b. If the special meeting of the Synod Assembly is required for the purpose of electing a successor bishop because of death, resignation, or inability to serve, the special meeting shall be called by the Synod Council after consultation with the presiding bishop of the Evangelical Lutheran Church in America.**

S7.13. **Notice of the time and place of all meetings of the Synod Assembly shall be given by the secretary of this synod.**

S7.13.10. Notice of the time and place of the regular meeting or of an adjourned meeting of the Synod Assembly shall be sent by the secretary not less than four weeks preceding the meeting. Notice of the time and place of a special meeting shall be sent by the secretary not less than two weeks preceding the meeting. To the extent permitted by state law, meetings of the Synod Assembly and its committees may be held electronically or by telephone conference, and notice of all meetings may be provided electronically.

S7.14. **One-third of the members of the Synod Assembly shall constitute a quorum.**

†S7.21. **The membership of the Synod Assembly, of which at least 60 percent of the voting membership shall be composed of laypersons, shall be constituted as follows:**

- **a. All rostered ministers under call on the roster of this synod shall be voting members of the Synod Assembly.**

b. Lay voting members shall be elected by each congregation or its council as follows: A minimum of one lay member elected from each congregation with fewer than 175 baptized members and a minimum of two lay members elected from each congregation with 175 or more baptized members, typically one of whom shall be a man and one of whom shall be a woman. The Synod Council shall establish a formula to provide additional lay representation from congregations on the basis of the number of baptized members in the congregation. The Synod Council shall seek to ensure that, as nearly as possible, at least 45 percent of the lay members of the assembly shall be women and, as nearly as possible, at least 45 percent shall be men.

c. Voting membership shall include the officers of this synod.

S7.21.01. Voting members shall begin serving with the opening of a regular Synod Assembly and shall continue serving until the opening of the next regular Synod Assembly.

†S7.21.02. If a special Synod Assembly is called and voting members at the previous assembly are unable to serve as voting members, where permitted by state law, the congregation or its council may elect new members who shall continue to serve until the next regular Synod Assembly.

S7.21.11. In addition to the congregation's election of voting member(s) of the Synod Assembly as established by †S7.21., each congregation may elect one additional voting member of the Synod Assembly who shall be a voting member of the congregation up to the age of 25.

S7.22. This synod may establish processes that permit retired rostered ministers, or those granted disability status, or on leave from call, on the roster of the synod to serve as voting members of the Synod Assembly, provided that such processes not result in fewer than 60% of the voting members of the Synod Assembly being laypersons in contravention of †S7.21. If the synod does not establish processes to permit the rostered ministers specified above to serve as voting members, they shall have voice but not vote in the meetings of the Synod Assembly.

S7.22.10. Retired rostered ministers who have indicated to the bishop their willingness and availability to serve in the synod and whose intent meets with the concurrence of the bishop shall be permitted to vote at meetings of the Synod Assembly.

S7.22.11. In establishing a formula pursuant to Chapter †7.21. of this Constitution, the number of retired rostered ministers permitted to vote at meetings of the Synod Assembly shall be a factor in determining the number of additional lay representatives necessary to comprise at least 60% of the membership of the Synod Assembly.

†S7.23. The presiding bishop of the Evangelical Lutheran Church in America and such other official representatives of the churchwide organization as may be

designated by the presiding bishop shall have voice but not vote in the meetings of the Synod Assembly. Like privileges shall be accorded to those additional persons whom the Synod Assembly or the Synod Council shall from time to time designate.

S7.24. **Ministers under call, or on leave from call but available for call, as determined by the Office of the Bishop, on the rosters of this synod shall remain as members of the Synod Assembly so long as they remain under call, or on leave from call but available for call, as determined by the Office of the Bishop, and so long as their names appear on the rosters of this synod. Lay members of the Synod Assembly representing congregations shall continue as such until the opening of the next regular synod assembly, or unless replaced by the election of new members for a special synod assembly, or until they have been disqualified by termination of congregation membership.**

†S7.25. **Except as otherwise provided in this constitution or in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, each voting member of the Synod Assembly shall be a voting member of a congregation or a confirmed member of a synod-authorized worshiping community of this synod.**

S7.26. **This synod may establish processes through the Synod Council that permit persons currently serving as synod-authorized ministers and/or lay representatives of authorized worshiping communities and/or outreach ministries of the synod, which have been authorized under ELCA bylaw 10.01.04., to serve as voting members of the Synod Assembly, consistent with †S7.21.**

S7.27. **This synod may establish processes through the Synod Council to grant a minister of Word and Sacrament from a church body with which a relationship of full communion has been declared and established by the Churchwide Assembly the privilege of both voice and vote in the Synod Assembly during the period of that minister's service in a congregation of this church.**

S7.28. **Duly elected voting members of the Synod Council who are not otherwise voting members of the Synod Assembly under †S7.21. shall be granted the privilege of both voice and vote as members of the Synod Assembly.**

S7.29. **All rostered ministers, on leave from call but available for call, as determined by the Office of the Bishop, on the roster of this synod in attendance at the Synod Assembly shall be voting members, consistent with †S7.21. above.**

†S7.31. **Proxy and absentee voting shall not be permitted in the transaction of any business of the Synod Assembly.**

S7.32. ***Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of the Synod Assembly, unless otherwise ordered by the assembly.**

S7.32.10. At any time during a meeting, the Synod Assembly may resolve to go into executive session, in which case only the voting body shall be present.

S7.32.A01. *The Synod Assembly shall be governed by the following Rules of Procedure:*

1. Rule Regarding Distribution

The distribution of any materials that do not come to the Assembly through regular reports, synod committees, agencies, institutions, or Synod Council must be approved by the Committee on Reference and Counsel. Therefore, no materials may be distributed to the Assembly without the prior approval of Reference and Counsel.

2. Rule Regarding Resolutions Not Meeting the Deadline for Reference and Counsel

The assembly, by a two-thirds vote, may grant permission for consideration of a resolution that a voting member wishes to bring to the floor, but which has not met the imposed deadline of the Reference and Counsel Committee. Any resolution not meeting the original deadline MUST be submitted one week prior to the assembly AND be granted permission for consideration by the two-thirds vote as indicated above. NO RESOLUTION WILL BE CONSIDERED PAST THIS DEADLINE.

3. Rules Regarding Floor Nominations

a. For all positions to be elected at this assembly, nominations from the floor shall be made at the time of the first report of the Nominating Committee during the first business session of the Synod Assembly. After the nominations have been closed no further nominations shall be accepted.
b. As nominations are made from the floor, the nominator must present a typed or printed biography to the synod secretary on the special form provided immediately after the report of the Nominating Committee.
c. In accordance with †S6.04 of the Synod Constitution, at least 10 percent of the representation on the Synod Council, ELCA Assembly voting membership, and other elected boards is required to be persons of color and/or persons whose primary language is other than English. In the event such representation is not accomplished through normal voting procedures, the nominated person of color or whose primary language is other than English and who has the next highest number of votes shall supersede the elected individual with the least number of votes.

4. *Rules for Dealing with Memorials and/or Resolutions Submitted to the Committee on Reference and Counsel*

    (1) *The deadline for submitting memorials and/or resolutions to the Committee on Reference and Counsel shall be one month before the opening of the Synod Assembly.*
    (2) *The Committee on Reference and Counsel shall publish all memorials and/or resolutions, submitted by the deadline, at the synod website no later than two weeks before the opening of the Synod Assembly.*
    (3) *The Committee on Reference and Counsel shall make available to Synod Assembly voting members when they register at the Synod Assembly electronic copies of all memorials and/or resolutions, submitted to the committee by the deadline, and the committee's recommendations. For in person assemblies the committee will make available hard copies at the site.*

S7.33. ***"Ex officio"* as used herein means membership with full rights of voice and vote unless otherwise expressly limited.**

Chapter 8. OFFICERS

†S8.01. **The officers of this synod shall be a bishop, a vice president, a secretary, and a treasurer.**

S8.10. **Bishop**

†S8.11. **The bishop shall be elected by the Synod Assembly. The bishop shall be a minister of Word and Sacrament of the Evangelical Lutheran Church in America.**

S8.11.01. When authorized by the Synod Council in order to address special circumstances, the synod bishop may be compensated as an employee or contractor for specified services to another expression of this church. Such an arrangement may be terminated by the Synod Assembly or Synod Council if determined to be detrimental to the function of the office or if the special circumstances no longer apply.

†S8.12. **As this synod's pastor, the bishop shall:**

- **a. Preach, teach, and administer the sacraments in accord with the Confession of Faith of this church.**
- **b. Have primary responsibility for the ministry of Word and Sacrament in this synod and its congregations, providing pastoral care and leadership for this synod, its congregations, its ministers of Word and Sacrament, and its ministers of Word and Service.**

c. **Exercise solely this church's power to ordain (or provide for the ordination by another synod bishop of) approved candidates who have received and accepted a properly issued, duly attested letter of call for the office of ministry of Word and Sacrament (and as provided in the bylaws of the Evangelical Lutheran Church in America).**
d. **Ordain (or provide for the ordination of) approved candidates who have received and accepted a properly issued, duly attested letter of call for service as ministers of Word and Service of this church.**
e. **Attest letters of call for persons called to serve congregations in the synod, letters of call for persons called by the Synod Council, and letters of call for persons on the rosters of this synod called by the Church Council.**
f. **Install (or provide for the installation of) rostered ministers whose calls the bishop has attested.**
g. **Exercise leadership in the mission of this church and in so doing:**
    1) **Interpret and advocate the mission and theology of the whole church;**
    2) **Lead in fostering support for and commitment to the mission of this church within this synod;**
    3) **Coordinate the use of the resources available to this synod as it seeks to promote the health of this church's life and witness in the areas served by this synod;**
    4) **Submit a report to each regular meeting of the Synod Assembly concerning this synod's life and work; and**
    5) **Advise and counsel this synod's related institutions and organizations.**
h. **Practice leadership in strengthening the unity of the Church and in so doing:**
    1) **Exercise oversight of the preaching, teaching, and administration of the sacraments within this synod in accord with the Confession of Faith of this church;**
    2) **Be responsible for administering the constitutionally established processes for the resolution of controversies and for the discipline of rostered ministers and congregations of this synod;**
    3) **Be the chief ecumenical officer of this synod;**
    4) **Be a member of the Conference of Bishops, and consult regularly with other synod bishops;**
    5) **Foster awareness of other churches throughout the Lutheran world communion and, where appropriate, engage in contact with leaders of those churches;**
    6) **Cultivate communion in faith and mission with appropriate Christian judicatory leaders functioning within the territory of this synod; and**
    7) **Be *ex officio* a member of the Churchwide Assembly.**
i. **Oversee and administer the work of this synod and in so doing:**
    1) **Serve as the president of the synod corporation and be the chief executive and administrative officer of this synod, who is**

authorized and empowered, in the name of this synod, to sign deeds or other instruments and to affix the seal of this synod;

2) **Preside at all meetings of the Synod Assembly and provide for the preparation of the agenda for the Synod Assembly, Synod Council and the council's Executive Committee;**
3) **Ensure that the constitution and bylaws of the synod and of the churchwide organization are duly observed within this synod, and that the actions of the synod in conformity therewith are carried into effect;**
4) **Direct and guide the work of the other officers;**
5) **Exercise supervision over the work of all synod staff members;**
6) **Appoint all committees for which provision is not otherwise made;**
7) **Be a member of all committees and any other organizational units of this synod, except as otherwise provided in this constitution;**
8) **Provide for preparation and maintenance of synod rosters containing the names and addresses of all rostered ministers of this synod and a record of the calls under which they are serving or the date on which their retired or disability status took effect;**
9) **Annually bring to the attention of the Synod Council the names of all rostered ministers on leave from call or engaged in approved graduate study in conformity with the constitution, bylaws, and continuing resolutions of this church and pursuant to prior action of this synod through the Synod Council;**
10) **Provide for prompt reporting to the secretary of this church of:**
    a) **additions to and subtractions from the rosters of this synod;**
    b) **the issuance of certificates of transfer for rostered ministers in good standing who have received and accepted a properly issued, duly attested, regular letter of call under the jurisdiction of another synod; and**
    c) **the entrance of the names of such persons for whom proper certificates of transfer have been received;**
11) **Provide for preparation and maintenance of a roster of the congregations of this synod and the names of the laypersons who have been elected to represent them; and**
12) **Appoint a statistician of the synod, who shall secure the reports of the congregations and make the reports available to the secretary of this church for collation, analysis, and distribution of the statistical summaries to this synod and the other synods of this church.**

†S8.13. **The synod bishop may appoint an attorney, admitted to the bar within the territory of the synod or the state where the synod is located, to be Synod Attorney. The appointment must be approved by the Synod Council and reported to the Synod Assembly and to the secretary of this church. The**

appointment continues until resignation or until a successor is appointed. The Synod Attorney provides legal advice and counsel to the synod officers and the Synod Council. The Synod Attorney is expected to be familiar with the governing documents and policies of the synod and, as necessary, to attend meetings of the Synod Council. The Synod Attorney serves without salary but may be retained and compensated for specific legal services requested by the synod.

S8.14. **The synod bishop may have such assistants as this synod shall from time to time authorize.**

†S8.15. **The presiding bishop of this church, or the appointee of the presiding bishop, shall install into office, in accord with the policy and approved rite of this church, each newly elected synod bishop.**

†S8.16 **Conflicts of Interest**

†S8.16.01. The following procedures shall govern matters of potential conflicts of interest for synod bishops:

a. Whenever a synod bishop determines that a matter of the kind described in †S8.16.01.b. may require the bishop's determination or action with respect to a related individual as defined in †S8.16.01.c., the synod bishop shall withdraw from personal involvement in such matter and shall so notify the presiding bishop. The presiding bishop shall then appoint another synod bishop from the same region to handle the matter to conclusion. In dealing with such matter, the appointed bishop shall exercise all of the functions and authority to the same extent as if the appointed bishop were the elected bishop of the withdrawing bishop's synod.
b. Matters include any proceedings under Chapter 20, proceedings under provisions 7.46. and 7.75. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* (†S14.18. and †S14.43.), candidacy, reinstatement, and similar matters where determinations or actions by the synod bishop could change, limit, restrict, approve, authorize, or deny the related individual's ministry on one of the official rosters of this church.
c. A related individual is one who, with respect to the synod bishop, is a spouse, parent, son, daughter, sibling, uncle, aunt, niece, nephew, grandparent, grandchild, including corresponding members of blended families and in-laws (parent, son, daughter, or sibling of a spouse, spouse of a sibling, or the parent or sibling of the spouse of a sibling.)

S8.20. **Vice President**

†S8.21. **The vice president shall be elected by the Synod Assembly, the vice president shall be a layperson. The vice president shall be a voting member of a congregation or a confirmed member of a synod-authorized worshiping**

community of this synod. The vice president shall not receive a salary for the performance of the duties of the office.

S8.21.01. The vice president may serve no more than three terms consecutively.

S8.22. The vice president shall chair the Synod Council.

S8.22.01. The vice president shall be an *ex officio* voting member from the Synod to the Churchwide Assembly. In the event that the vice-president is unable to attend the Churchwide Assembly an additional nominee for the appropriate lay panel shall be made by the Nominating Committee.

S8.30. Secretary

†S8.31. The secretary shall be elected by the Synod Assembly. The secretary shall be a voting member of a congregation or a confirmed member of a synod-authorized worshiping community of this synod. The secretary may be either a layperson or a rostered minister.

†S8.32 The secretary shall:

- **a. Keep the minutes of all meetings of the Synod Assembly and Synod Council, be responsible for distribution of such minutes, and perform such other duties as this synod may from time to time direct.**
- **b. Be authorized and empowered, in the name of this synod, to attest all instruments which require the same, and which are signed and sealed by the bishop.**
- **c. In consultation with the bishop, classify and arrange all important papers and documents and deposit them in the archives of this synod.**
- **d. Submit to the secretary of this church at least nine months before each regular Churchwide Assembly a certified list of the voting members elected by the Synod Assembly.**

S.8.40. Treasurer

†S8.41. The treasurer may be elected by the Synod Assembly or may be appointed by the Synod Council. The treasurer shall be a voting member of a congregation or a confirmed member of a synod-authorized worshiping community of this synod. The treasurer may be either a layperson or a rostered minister.

S8.41.01. The Synod Council shall appoint the treasurer.

S8.42. The treasurer shall provide and be accountable for:

- **a. Management of the monies and accounts of this synod, its deeds, mortgages, contracts, evidences of claims and revenues, and trust funds, holding the same at all times subject to the order of this synod.**
- **b. Investment of funds upon the authorization of the Synod Council.**

c. Receipt and acknowledgment of offerings, contributions, and bequests made to this synod, collecting interest and income from its invested funds, and paying regular appropriations and orders on the several accounts as approved and directed by the Synod Council. The treasurer shall transmit each month to the treasurer of the Evangelical Lutheran Church in America the funds received by this synod for the general work of this church as well as any funds to support restricted programs of this church.

d. Maintenance of a regular account with each congregation of this synod and informing the congregation of this synod, at least quarterly, of the status of this account.

e. Rendering at each regular meeting of the Synod Assembly a full, detailed, and duly audited report of receipts and disbursements in the several accounts of this synod for the preceding fiscal year, together with the tabulation, for record and publication in the minutes, of the contributions from the congregations.

S8.50. General Provisions

†S8.51. The terms of office of the officers of this synod shall be as follows:

a. The bishop of this synod shall be elected to a term of six years and may be re-elected.

b. The vice president and secretary of this synod shall be elected to a term of four years and may be re-elected. The officer shall serve until a successor takes office.

c. The treasurer of this synod shall be elected or appointed to a term of four-years and may be re-elected or reappointed. The treasurer shall serve until a successor takes office.

†S8.52. The terms of the officers shall begin on the first day of the second month following election or, in special circumstances, at a time designated by the Synod Council.

S8.52.01. In the event of the unavailability of any officer which results in the election or appointment of new officer, the term of office of that new officer shall commence at the close of the synod assembly at which she or he had been elected, and such officer shall have complete authority as otherwise provided for in the constitution or in these bylaws. The term of office for the new treasurer shall commence at the close of the synod council meeting at which she or he had been elected, and such treasurer shall have complete authority as otherwise provided for in the constitution or in these bylaws.

†S8.53. Each officer shall be a voting member in a congregation or a confirmed member of a synod-authorized worshiping community of this synod, except

that the bishop need not be a member of a congregation of this synod at the time of election.

†S8.54. **Should the bishop die, resign, or be unable to serve, the vice president, after consultation with the presiding bishop of the Evangelical Lutheran Church in America, shall convene the Synod Council to arrange for the appropriate care of the responsibilities of the bishop until an election of a new bishop can be held or, in the case of temporary disability, until the bishop is able to serve again. Such arrangements may include the appointment by the Synod Council of an interim bishop, who during the vacancy or period of disability shall possess all of the powers and authority of a regularly elected bishop. The term of the successor bishop, elected by the next Synod Assembly or a special meeting of the Synod Assembly called for the purpose of election, shall be six years with the subsequent election to take place at the Synod Assembly closest to the expiration of such a term and with the starting date of a successor term to be governed by constitutional provision S8.52.**

S8.55. **Should the vice president, secretary, or treasurer die, resign, or be unable to serve, the bishop, with the approval of the Executive Committee of the Synod Council, shall arrange for the appropriate care of the responsibilities of the officer until an election of a new officer can be held or, in the case of temporary disability, until the officer is able to serve again. The term of the successor officer, elected by the next Synod Assembly, shall be four years. If the treasurer is appointed by the Synod Council, the Synod Council shall appoint a new treasurer to a four year term.**

†S8.56. **The Executive Committee of the Synod Council shall determine whether an officer is unable to serve; the officer may appeal the decision of the Executive Committee by requesting a hearing before the Synod Council. A meeting to determine the ability of an officer to serve shall be called upon the request of at least three members of the Executive Committee and prior written notice of the meeting shall be given to the officer in question at least ten calendar days prior to the meeting.**

†S8.57. **The recall or dismissal of an officer and the vacating of office may be effected for willful disregard or violation of the constitutions, bylaws, and continuing resolutions of this church; for such physical or mental disability as renders the officer incapable of performing the duties of office; or for such conduct as would subject the officer to disciplinary action as a rostered minister or as a member of a congregation of this church.**

a. Proceedings for the recall or dismissal of a synod bishop shall be instituted by written petition by:
   1) the Synod Council on an affirmative vote of at least two-thirds of its elected members present and voting;
   2) the Synod Assembly on an affirmative vote of at least two-thirds of its members present and voting;

3) at least 10 synod bishops; or
4) the presiding bishop of this church.

b. Proceedings for the recall or dismissal of an officer of a synod, other than the synod bishop, shall be instituted by written petition by:
   1) the Synod Council on an affirmative vote of at least two-thirds of its elected members present and voting;
   2) the Synod Assembly on an affirmative vote of at least two-thirds of its members present and voting; or
   3) the synod bishop.

c. The petition shall be filed with the chair of the Committee on Appeals (in care of the secretary of the Evangelical Lutheran Church in America, 8765 West Higgins Road, Chicago, Illinois 60631) and shall set forth the specific charge or charges.

d. Upon the filing of a written petition, the Executive Committee of the Synod Council may temporarily suspend the officer from service in the synod without prejudice, but with continuation of compensation, including benefits, if the officer is a salaried employee of the synod.

e. In the case of alleged physical or mental incapacity of an officer of the synod, the procedures outlined in †S8.56. shall be followed, and such officer shall comply with the decision of the Synod Council. If such officer fails or refuses to comply, the Synod Council may proceed to petition for recall or dismissal as follows:
   1) the Synod Council will submit a written report of their findings and the basis of their decision to the Committee on Appeals.
   2) the Committee on Appeals, exclusive of any members who are disqualified, shall review the findings and decision of the Synod Council and by an affirmative vote of at least two-thirds of those present and voting may adopt the findings and grant the petition.

f. If the synod officer is a minister of Word and Sacrament, grounds for recall or dismissal include those set forth in ELCA bylaw 20.22.01. and as defined under the process described in ELCA constitutional provisions 20.21. and 20.22. as grounds for discipline. If the officer is a minister of Word and Service, grounds for recall or dismissal include those set forth in ELCA bylaw 20.23.01. and as defined under the process described in ELCA constitutional provisions 20.21. and 20.22. as grounds for discipline.

g. If the officer is a layperson, grounds for recall or dismissal include those set forth in ELCA bylaw 20.41.01. as grounds for discipline.

h. If the case of alleged willful disregard or violation of the constitutions, bylaws, and continuing resolutions or of alleged conduct as would subject the officer to disciplinary action, the following procedures shall apply:
   1) the petition shall be referred to the Committee on Appeals, which shall function as the discipline hearing committee that shall conduct a hearing in accordance with the rules provided for in ELCA bylaw 20.22.14. except to the extent that those rules are in conflict with the provisions of this bylaw; and

2) **the members of the Committee on Appeals, other than those who are disqualified, may grant the petition by an affirmative vote of at least two-thirds of those present and voting.**

i. **Written notice of a decision by the Committee on Appeals that the charges have been sustained shall be given to the affected officer and to the Synod Council, and the office shall be vacated.**

†S8.58. **If the bishop is to be temporarily absent from the synod for an extended period not to exceed 90 days, the bishop, after consultation with the presiding bishop and with the consent of the Synod Council, may appoint as acting bishop for such period a minister of Word and Sacrament of this church. Except as limited by action of the Synod Council, an acting bishop shall possess all of the powers and authority of a regularly elected bishop other than authority to ordain or to authorize the ordination of properly approved candidates for ordination.**

Chapter 9.
NOMINATIONS AND ELECTIONS

†S9.01. **The Synod Assembly shall elect such officers of this synod and such other persons as the constitution and bylaws may require, according to procedures set forth in the bylaws. The Synod Assembly shall elect members of the Churchwide Assembly in accordance with bylaw 12.41.11. of the constitution and bylaws of the Evangelical Lutheran Church in America.**

S9.02. **In all elections by the Synod Assembly, other than for the bishop, a majority of the legal votes cast shall be necessary for election.**

S9.02.01. All elections shall be by ballot, except in those categories where no contest exists, in which case the bishop shall direct the secretary to declare the nominees to be elected.

S9.02.02. No ballot for an ineligible person shall be counted as a vote cast in any election.

S9.03. **There shall be a Nominating Committee which shall be appointed by the Synod Council to serve for each regular meeting of the Synod Assembly in accordance with the bylaws. Additional nominations may be made from the floor for all elections for which nominations are made by the Nominating Committee.**

S9.03.01. Nominating Committee.

a. The Synod Council shall appoint a Nominating Committee. The committee shall be composed of members of the Synod Council and others with the goal of having representation from each conference.
b. For positions to be filled by election, the committee shall present nominations to the Synod Assembly and to the Synod Council, except in such instances as are specifically distinguished herein or in the Constitution and Bylaws of the ELCA. The term of office for committee members shall be no more than one

year, beginning with the meeting of the Synod Council at which they are appointed. The committee shall be appointed not later than the second regular meeting of the Synod Council following the Synod Assembly.

S9.04. **The bishop shall be elected by the Synod Assembly by ecclesiastical ballot. Three-fourths of the legal votes cast shall be necessary for election on the first ballot. If no one is elected, the first ballot shall be considered the nominating ballot. Three-fourths of the legal votes cast on the second ballot shall be necessary for election. The third ballot shall be limited to the seven persons who received the greatest number of legal votes (including ties in the final qualifying position) on the second ballot, and who are willing to serve if elected. Two-thirds of the legal votes cast shall be necessary for election. The fourth ballot shall be limited to the three persons who receive the greatest number of legal votes (including ties in the final qualifying position) on the third ballot, and 60 percent of the legal votes cast shall be necessary for election. On subsequent ballots a majority of the legal votes cast shall be necessary for election. These ballots shall be limited to the two persons who receive the greatest number of legal votes (including ties in the final qualifying position) on the previous ballot.**

S9.04.A94. *Election of a bishop*

1) *Following the first ballot, reasonable efforts shall be made to contact nominees in order to determine their willingness to serve. The assembly shall be informed of those efforts as well as the responses of the nominees.*
   A nominee may withdraw from the process by informing the Committee on Bishop Elections by one of the following means:
   a. *written notification*
   b. *email notification*
   c. *verbal notice, in person or by electronic means, to 2 members of the election committee*
2) *For the purpose of S9.04 of the Synod Constitution, a nominee shall be presumed willing to serve unless he or she has expressed an unwillingness to do so.*
3) *When reasonable efforts have been made to contact a nominee, but have been unsuccessful, it shall be assumed that the nominee is willing to serve.*
4) *No nominee willing to serve shall be a member of the contacting group.*
5) *Biographical information about the nominees included on the third ballot shall be distributed to voting members of the assembly prior to that ballot.*
6) *At a plenary session prior to the fourth ballot, the agenda shall include a forum at which nominees shall be permitted to respond to written questions posed by voting members to the Committee on Bishop Elections.*
7) *Prior to the fifth ballot, the agenda shall include time for nominees to address the assembly for up to five minutes each.*
8) *Implementation of these rules of procedure shall be the responsibility of the Committee on Bishop Elections unless otherwise delegated by the Synod Council.*

S9.04.B17 *Process for preparing the Synod for the election of a Bishop*

When there is an election for a bishop where there is no incumbent, this synod shall use a three-stage process which will allow for those who will be voting members to the Synod Assembly at which a bishop will be elected to consider both the needs of the synod and persons who might exhibit the gifts to serve as bishop. This process shall begin the year prior to such election and conclude with the ecclesiastical ballot for bishop at the appointed Assembly. This process will not be required in the event of a special election for a bishop. The teams for this process shall be appointed by the Executive Committee in consultation with the Bishop and approved by the Synod Council. The teams shall be chaired by laypersons.

A. *Stage One. A Transition Team shall develop a Synod Mission Profile. Included in such a Mission Profile might be the latest demographics and vitality indicators of the congregations on the territory of the synod, updated demographic information on the rostered leaders serving in the synod, and an assessment of the hoped for direction of the synod and its ministry. This Synod Mission Profile shall be completed by December 1st of the year prior to the election and made available upon completion.*

B. *Stage Two. A Discernment Team shall develop a prayer-filled process for conversation and discernment across the synod. This process shall include ways to discuss the gifts for ministry that might be helpful to advance the Synod Mission Profile and how to identify persons who might possess these gifts. The structure for this prayerful conversation shall include consideration of:*
   1) *how persons with gifts for this ministry might be identified, e.g., who might raise up names, by what authority, and by what mechanism;*
   2) *how the names of those persons might be brought forward for discussion, e.g., through conference meetings, cluster meetings, or synod-wide gatherings;*
   3) *how the conversations about those brought forward might be structured so that their gifts for ministry might be explored;*
   4) *how these conversations might be shared across the synod for the edification of the whole.*

   The process for these conversations shall be completed and shared by the time the Synod Mission Profile is completed. These conversations shall begin after the completion of the Synod Mission Profile and be completed at least one month prior to the election.

C. *Stage Three. The Committee on Bishop Elections shall oversee the process of ecclesiastical ballot as specified in S9.04. No names raised in stage two of this process shall be on the ballot at the start of the Assembly. Any*

names to be placed in nomination shall be made from the floor of the Assembly on the first ballot.

S9.05. **The Nominating Committee shall nominate at least one person for vice president only if there is an incumbent; otherwise the Nominating Committee shall nominate at least two persons for vice president. Additional nominations may be made from the floor.**

S9.06. **The Synod Council shall nominate at least one person for secretary only if there is an incumbent; otherwise the Synod Council shall nominate at least two persons for secretary. Additional nominations may be made from the floor.**

S9.07. **If the treasurer is elected, the Synod Council shall nominate at least one person for treasurer only if there is an incumbent; otherwise the Synod Council shall nominate at least two persons for Treasurer. Additional nominations may be made from the floor.**

S9.08. **In all elections except for the bishop, the names of the persons receiving the highest number of legal votes, but not elected by a majority of legal votes cast on the first ballot, shall be entered on the next ballot up to the number of two for every vacancy unfilled. On any ballot when only two names appear, a majority of the legal votes cast shall be necessary for election.**

S9.08.01. Synod Council

a. The nominating and election process for the members of the Synod Council shall proceed in a manner that will ensure the composition of the Synod Council meets the requirements set forth in Chapter 10 of this constitution.
b. Each conference whose lay position is up for election shall nominate at least one layperson from their conference for the position. Every conference may nominate laypeople for the at-large lay positions. Normally, these nominations will take place at a full assembly of the conference. The Nominating Committee shall receive these nominations from the conferences to include in its report. Additional nominations may be made from the floor.
c. The Nominating Committee shall nominate at least one person for each rostered minister and lay at-large position up for election. Geographic consideration shall be given in proposing nominees, as well as the need to assure an adequate number of persons of color and/or persons whose primary language is other than English. Additional nominations may be made from the floor.
d. The Nominating Committee shall nominate at least one person for each youth and young adult position up for election. Additional nominations may be made from the floor.
e. The election of conference lay positions shall be completed before balloting for at-large positions begins. Nominees not elected to conference lay positions shall be added to the at-large ballots. The election of young adult positions shall be completed before balloting for at-large positions begins. Nominees not

elected to the young adult positions shall be added to the at-large ballots. Balloting for at-large lay positions shall be by panels of men and women.

f. If a nominee is ineligible or becomes ineligible for a position on the Synod Council, as defined in †S10.01 and related bylaws, that nominee shall be removed from the ballot.

S9.08.01.A21. *No person may serve concurrently in more than one of the following positions in this synod: member of the Synod Council, dean of a conference, and member of the Candidacy Committee. Election or appointment to one of these positions shall constitute resignation from the others.*

S9.08.02. Nominations and elections for voting members to the Churchwide Assembly, for members of the Committee on Consultation, and the Committee on Discipline shall be by panels of laymen, laywomen and clergy. The number of persons elected by the synod to those positions and their terms shall be as specified in the bylaws of the ELCA.

S9.08.03. Each Board of an agency or institution related to the synod, whose membership is elected in whole or in part by the Synod Assembly or the Synod Council, may nominate one or more persons for each vacancy on its Board. Such nominations shall be submitted to the Synod Assembly or Synod Council, as appropriate, by the Nominating Committee, together with other nominees, as the Synod Institution Agreement permits.

S9.08.04 The Synod Council shall elect members to the boards of the United Lutheran Seminary, Gettysburg College and Muhlenberg College according to procedures established with each of the institutions.

S9.08.05. Members of the boards of Social Ministry Organizations shall be elected according to the requirements of those organizations governing documents.

S9.09. The result of each ballot in every election shall be announced in detail to the assembly.

S9.09.01. The report of the Nominating Committee shall be printed in the bulletin of reports for the meeting of the Synod Assembly at which its nominees are to be submitted. Its report shall indicate the congregation of membership for each nominee and the source of the nomination. In addition, those nominees who are persons of color and/or persons whose primary language is other than English shall be specifically designated.

S9.09.02. The ballot preparation for use in synod elections shall list the nominees for each position in chance order.

†S9.10. When notified by the secretary of this church, on behalf of the Nominating Committee of the Churchwide Assembly, the Synod Assembly shall

nominate two persons in the specified categories for possible election by the Churchwide Assembly to the Church Council.

†S9.12. **Background checks and screening shall be required and completed for persons nominated as synod officers prior to their election, if possible, or as soon as practical after their election. The specific procedures and timing of background checks and screening shall be determined by the Synod Council.**

Chapter 10.
SYNOD COUNCIL

†S10.01. **The Synod Council, consisting of the four officers of the synod and 10 to 24 other members, at least one young adult and with a goal of at least one youth, shall be elected by the Synod Assembly.**

a. Each person elected to the Synod Council shall be a voting member of a congregation or a confirmed member of a synod-authorized worshiping community of this synod, with the exception of ministers on a roster of this synod who reside outside the territory of this synod. The process for election and the term of office when not otherwise provided shall be specified in the bylaws. A member of the Church Council of the Evangelical Lutheran Church in America, unless otherwise elected as a voting member of the Synod Council, may serve as an advisory member of the Synod Council with voice but not vote.

b. The term of office of members of the Synod Council, with the exception of the officers and the youth member, shall be three years.

S10.01.01. General Membership.

a. With the exception of the officers, the youth members, and the young adult members, the general membership of the Synod Council shall consist of six rostered ministers, one layperson from each conference of this synod, and a sufficient number of at-large laypersons to ensure at least 60% of the Synod Council is laypersons. The number of conferences and at large members shall be enumerated in a continuing resolution.

b. The terms for the general membership of the Synod Council shall be staggered so that the terms of two rostered ministers, and approximately one-third of the lay positions, both the conference representatives and the at-large lay position(s), expire each year. None of the general membership of the Synod Council shall be eligible to serve for more than two consecutive terms. The lay position assigned to each conference shall alternate every two terms between man and woman. The at-large position(s) shall also alternate, as needed, every two terms between man and woman to effect a membership with at least 45% men and 45% women.

c. At least three members of the general membership of the Synod Council shall be persons of color and/or persons whose primary language is other than English.

d. The general membership of the Synod Council shall consist of no more than one member of the same congregation at the same time. Exceptions may be

made to this requirement only if necessary to meet the requirements of S10.01.01.c.

S10.01.A21. *There shall be eight (8) conference representatives, and one (1) at large member as lay positions in the general membership of the Synod Council.*

S10.01.02. The Synod Council shall include one youth member, and one young adult member. The term of the youth member shall be two years. The youth member may serve two consecutive terms if eligible. The term of the young adult member shall be three years. The young adult member may serve two consecutive terms if eligible.

†S10.02. The Synod Council shall be the board of directors of this synod and shall serve as its interim legislative authority between meetings of the Synod Assembly. It may make decisions that are not in conflict with actions taken by the Synod Assembly or that are not precluded by provisions of this constitution or the constitution and bylaws of the Evangelical Lutheran Church in America.

S10.03. The functions of the Synod Council shall be to:

- **a. Exercise trusteeship responsibilities on behalf of this synod.**
- **b. Recommend program goals and budgets to the regular meetings of the Synod Assembly.**
- **c. Carry out the resolutions of the Synod Assembly.**
- **d. Provide for an annual review of the roster of ministers of Word and Sacrament and the roster of ministers of Word and Service, receive and act upon appropriate recommendations regarding those persons whose status is subject to reconsideration and action under the constitution and bylaws of the Evangelical Lutheran Church in America, and make a report to the Synod Assembly of the Synod Council's actions in this regard.**
- **e. Issue letters of call to rostered ministers as authorized by Chapter 7 of the constitution and bylaws of the Evangelical Lutheran Church in America.**
- **f. Fill vacancies until the next regular meeting of the Synod Assembly, except as may otherwise be provided in the constitution or bylaws of this synod, and determine the fact of the incapacity of an officer of this synod.**
- **g. Report its actions to the regular meeting of the Synod Assembly.**
- **h. Perform such other functions as are set forth in the bylaws of this synod, or as may be delegated to it by the Synod Assembly.**

S10.03.01. Should a member of the Synod Council resign or lose his or her membership on the Synod Council, the Synod Council shall elect, by majority vote, a successor who shall serve until the unexpired term is completed. A Synod Council member, who has been elected by the Synod Council to fill an unexpired term, is eligible to

be elected for two consecutive terms after the unexpired term has ended if the unexpired term is less than one-and-one-half years.

S10.04. **Any proposal to appropriate funds, whether by amendment to the budget or otherwise, which is presented to a meeting of the Synod Assembly without the approval of the Synod Council, shall require a two-thirds vote for adoption.**

S10.05. **Elected members of the Synod Council shall not receive compensation solely for their service as council members.**

S10.05.01. With the exception of the bishop, no member of the Synod Council shall be an employee of this synod, nor shall any member receive remuneration for services rendered to the synod (other than honoraria).

S10.06. **If a member of the Synod Council ceases to meet the requirements of the position to which she or he was elected, the office filled by such member shall at once become vacant.**

S10.06.01. With the exception of the bishop, any member of the Synod Council who fails to attend more than one-half of the regular meetings of the Synod Council, with or without excuse, during the twelve (12) month period commencing with the month in which the first absence occurs, shall automatically lose his or her membership on the Synod Council, without any action by the Synod Council.

S10.07. **The composition of the Synod Council, the number of its members, and the manner of their selection, as well as the organization of the Synod Council, its additional duties and responsibilities, and the number of meetings to be held each year shall be as set forth in the bylaws.**

S10.07.01. Meetings. The Synod Council shall have at least four stated meetings annually. Special meetings may be called by the bishop, the vice-president or at the request of at least ten members of the Synod Council. A majority of the members of the Synod Council shall constitute a quorum.

S10.07.02. Executive Committee. The Executive Committee shall consist of the four officers of the synod in addition to three other members of the Synod Council who shall be elected annually by the Synod Council at its first stated meeting after the annual meeting of the Synod Assembly. In addition to its functions as set forth in the constitution, it shall assume such responsibilities and perform such duties, either on behalf of the Synod Council or otherwise, as the Synod Council may from time to time direct. It shall submit reports of its activities to the Synod Council.

S10.07.03. Council Committees. The Synod Council shall, from time to time, establish standing committees which it deems necessary or desirable to assist it in performing its responsibilities. The vice president, in consultation with the bishop,

shall make all committee appointments, except the Executive Committee, subject to the approval of Synod Council.

S10.07.11. Conflict of Interest. Any possible conflict of interest on the part of any member shall be disclosed, in writing, to the council annually.

a. Any member having a possible conflict of interest in any transaction being considered at a council meeting shall not be counted in determining the quorum for the meeting and shall not vote or use personal influence to affect the vote concerning such transaction.
b. All new members shall be advised promptly of the requirements of this section.

S10.08. ***Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of the Synod Council.**

†S10.08.01. To the extent permitted by state law, meetings of the Synod Council and its committees may be held through electronic means such as the Internet or by telephone, as long as there is an opportunity for simultaneous aural communication or its equivalent. To the extent permitted by state law, notice of all meetings may be provided electronically.

Chapter 11. COMMITTEES

†S11.01. **There shall be an Executive Committee, a Consultation Committee, a Committee on Discipline, a Mutual Ministry Committee, an Audit Committee, and such other committees as this synod may from time to time determine. The duties and functions of such committees, or any other organizational units created by this synod, and the composition and organizational structure of such units, shall be as set forth in this constitution or in the bylaws or continuing resolutions, and shall be subject to any applicable provisions or requirements of the constitution and bylaws of the Evangelical Lutheran Church in America.**

S11.01.01. Each committee, unless otherwise specified, shall be appointed by the bishop and the vice president. Appointees shall serve for terms of three years and shall serve for no more than two consecutive terms. Appointees shall be chosen in order to maximize diversity, continuity and skill within each committee. Service to the completion of an unexpired term shall be counted as service to a full term. In order to provide continuity, approximately one-third of the first members shall be appointed to a one-year term, approximately one-third to a two-year term and the rest to a three-year term. Service of an initial term of less than three years shall not be counted as service to a full term. The successors of all appointees so designated shall be appointed for three-year terms. Appointees to fill vacancies occurring shall serve to the end of the vacant term.

S11.01.02. The Consultation Committee and the Committee on Discipline shall be elected by the Synod Assembly and shall function in accordance with the bylaws of the ELCA, Chapter 18 and Chapter 19.

S11.01.03. The committees of the synod which are appointed by the bishop and the vice president, along with a description of their responsibilities, shall be contained in continuing resolutions.

S11.01.A98. *Mutual Ministry Committee. This committee shall seek to give encouragement by its concern for the spiritual, emotional and physical well-being of the bishop. Members shall be elected from among Synod Council by the council*.

S11.01.B98. *Committees on Ministry. Appropriate committees shall be established to fulfill the responsibilities entrusted to this synod in the areas of candidacy of persons for rostered ministry according to procedures established by the Division for Ministry of the ELCA, and with regard to support of the ministries of the whole people of God, including recognition and support of the ministry of lay persons and rostered ministers*.

S11.01.I98. *Committee on Youth Ministry. The Youth Ministry Committee exists to equip adult youth workers through opportunities in training, faith development, networking, and fellowship, and to provide support for the synod's youth ministry staff.*

S11.01.J98. *Global Missions Committee. The committee shall oversee and coordinate the sharing of information concerning the work of global missions of the Church and encourage local congregations to be involved in the work of global missions.*

S11.01.K14. *Finance Committee.*

Organization and Purpose:
The Finance Committee of the Southeastern Pennsylvania Synod of the Evangelical Lutheran Church in America (Synod) is established by the Synod Council as a committee of Synod Council to work with the Office of the Bishop, the Synod Business Office, the Synod Treasurer, and the Synod Council to offer recommendations for the financial management of the Synod to ensure that the Synod is able to work on its core mission, as amended from time to time, of equipping the saints and congregations for the work of ministry for building up the body of Christ. The Finance Committee shall have primary responsibility for presenting a comprehensive budget to the Synod Council for its consideration.

Goals:
1. *To provide for the Synod's financial management*
2. *To periodically review the Synod's financial policies and procedures for necessary changes. (The Office of the Bishop has established the procedures consistent with ELCA procedures and Auditor recommendations.)*
3. *To assure the reliability of systems, processes and people to support the financial reporting needs of the Synod.*

4. *To provide for financial transparency.*
5. *To study and communicate the greater economic and financial environment in order to forecast trends that can significantly influence financial decisions.*
6. *To ensure that the Synod Council receives accurate and complete information.*

Responsibilities:

1. *Provide oversight of the development of the annual budget and presentation to the Synod Council.*
2. *Review adherence to the budget.*
3. *Provide recommendations to the Office of the Bishop and Synod Council as needed to review the budget for variations.*
4. *Oversee and offer recommendations for improvement of processes and procedures for the financial management of the Synod.*
5. *Cooperate with the Audit, Stewardship, Investment Committee, and other Committees of the Synod Council.*
6. *Present the following year's budget for consideration by the Synod Council.*
7. *Meet no less than quarterly*
8. *Provide Synod Council with reports and recommendations at its regular meetings.*
9. *The Chair of the committee will serve on the Fund for Mission committee with the Bishop, Treasurer, and the Bishop's Appointee, to discuss and decide appropriate disbursements from the Fund to Synod ministries.*

The Office of the Bishop shall:

1. *Present a Budget for review by the committee with ample time for recommendations.*
2. *Provide monthly reports on the investable assets including receipts, disbursements, and gains/losses.*
3. *Provide monthly reports by [date to be determined] of each month:*
    a. *Congregational Pledges*
    b. *Congregational Receipts*
    c. *Income Statement*
    d. *Balance Sheet*
    e. *Income/Expense compared to Budget by line item*

Membership:

The committee shall consist of at least five members and not more than eight in addition to the Bishop and Treasurer. Members of the committee will be appointed by the Bishop and Vice President of the Synod. The membership of the Committee shall include:

1. *A Chairperson appointed by the Bishop and the Vice President, who shall be a member of Synod Council.*
2. *At least 3 members of Synod Council*
3. *Voting members from SEPA Synod congregations who have accounting and/or financial management skills and experience*
4. *The Bishop and the Treasurer are Ex-Officio members of the committee*

5. *The term of the non-Synod Council members shall be three years. The non-Synod Council members may serve two consecutive terms. The terms of the non-Synod Council members shall be staggered in a manner determined by the Synod Council Executive Committee.*

A representative(s) of the Business Office shall attend Finance Committee meetings.
Conflict of Interest: Any possible conflict of interest on the part of any member shall be disclosed, in writing, to the committee annually.

a. *Any member having a possible conflict of interest in any transaction being considered at a committee meeting shall not be counted in determining the quorum for the meeting and shall not vote or use personal influence to affect the vote concerning such transaction.*
b. *All new members shall be advised promptly of the requirements of this section.*

S11.01.L15. *Investment Committee*

The Investment Committee of the Southeastern Pennsylvania Synod of the Evangelical Lutheran Church in America is established by the Synod Council as a committee of the Synod Council.
This Charter outlines the responsibilities of the Committee with respect to the duties of individual members. The Committee is responsible for the investments of the Southeastern Pennsylvania Synod of the Evangelical Lutheran Church in America and those investments shall collectively be called the Portfolio.

PURPOSE OF THE INVESTMENT COMMITTEE:
The Investment Committee has overall responsibility for the operation and administration of the Portfolio. The members of the Investment Committee are fiduciaries of the Portfolio with respect to all responsibilities allocated to them. The members will discharge their duties solely on behalf of the Synod's mission in accordance with its specific terms.

MEMBERSHIP:
The Investment Committee will consist of five trustees, including the Treasurer and one member of Synod Council. The Bishop and the Vice President of the Synod Council will appoint the trustee for a term of three years, and it can be renewed for one additional term. Two of the trustees should have investment experience. The Bishop and the Vice President of the Synod Council will appoint one person to serve as Chair.

ORGANIZATION:
The Investment Committee shall hold regular semiannual meetings and shall meet more frequently as circumstances require. The Committee shall keep minutes of the meetings and provide semiannual reports to the Finance Committee of the Synod Council and to the Synod Council. The Chair, in consultation with other committee members, sets the agenda for and presides over the meeting. A

quorum for the transaction of business at any meeting of the Committee shall consist of a majority of the Committee members. The trustees are expected to disclose any conflicts of interest.

The Committee shall have direct access to, and complete and open communication with the Synod's business office, Vice President and Bishop and may obtain advice and assistance from Synod staff.

AUTHORITY AND RESPONSIBILITIES:

A. Investment duties

1. *Understanding the Synod's investment goals and how these objectives support the Synod's mission.*
2. *Adopting, periodically reviewing, and revising an Investment Policy Statement.*
3. *Monitoring the performance of investment funds and investment managers in accordance with the Investment Policy Statement.*
4. *Retaining or replacing investment managers and/or investment funds for the Portfolio.*
5. *Reviewing the backgrounds of Investment Committee members and staff to ensure no conflicts of interest exist.*

B. Administrative duties

1. *Resolving all questions of interpretation of policy under the Portfolio.*
2. *Determining the amount of contributions necessary for the Portfolio.*
3. *Furnishing notices and reports to Investment Committee members.*
4. *Reviewing all fees incurred by or on behalf of the Portfolio for reasonableness.*
5. *Maintaining records for the administration of the Portfolio and the actions of the Committee.*
6. *Selecting, monitoring, and replacing third party advisors of the Portfolio.*
7. *Preparing amendments to the Portfolio for changes in design or applicable laws and regulations.*

REPRESENTATIONS BY THE SYNOD:
The Synod shall provide the Committee with such information as is necessary or desirable to fulfill its responsibilities. The Synod may furnish the Committee with such clerical and other assistance as the Committee may need to perform its duties.

S11.01.20. Other committees may be established from time to time as approved by the Synod Council.

†S11.02. **The Consultation Committee of this synod shall consist of at least six persons and not more than 12 persons, of whom half shall be rostered ministers and half shall be laypersons, who shall each be elected by the Synod Assembly for a term of six years without consecutive re-election. The functions of the Consultation Committee are set forth in Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical***

Lutheran Church in America and in Chapter 17 of this constitution. The size of the Consultation Committee, in accord with this provision, shall be defined in this synod's bylaws.

†S11.03. The Committee on Discipline of this synod shall consist of 12 persons, of whom six shall be rostered ministers and six shall be laypersons, who shall each be elected by the Synod Assembly for a term of six years without consecutive re-election.

a. The functions of the Committee on Discipline of this synod are set forth in Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
b. The Synod Council shall fill vacancies on the Committee on Discipline for any unexpired term.

S11.04. A Mutual Ministry Committee shall be appointed by the Executive Committee of the Synod Council to provide support and counsel to the bishop.

†S11.05. The Audit Committee of this synod shall consist of three to six persons, none of whom is a member of the synod staff. Up to half of the committee members may be Synod Council members. The Audit Committee members shall be elected by the Synod Council for a term of three years and be eligible for re-election to a second consecutive three-year term. The terms of the Audit Committee members shall be staggered. The Audit Committee shall be responsible for assisting the Synod Council in fulfilling its general oversight of the synod's accounting, financial reporting, internal control systems, and external audit processes as provided in †S15.31.

†S11.11. This synod shall in its bylaws or by continuing resolution establish a process to ensure that the members of its committees and other organizational units will be persons possessing the necessary knowledge and competence to be effective members of such units, and to meet the requirements of †S6.04. With the exception of ministers on the rosters of this synod who reside outside the territory of this synod, each member of a committee of this synod, or any other organizational unit created by this synod, shall be a voting member of a congregation or a confirmed member of a synod-authorized worshiping community of this synod.

Chapter 12.
CONFERENCES, CLUSTERS, COALITIONS, AREA SUBDIVISIONS, AND NETWORKS

†S12.01. This synod may establish conferences, clusters, coalitions, area subdivisions, and networks as appropriate within its territory and in collaboration with other synods and entities as specified in the bylaws and continuing resolutions. The purpose of such groupings shall be to foster interdependent relationships for missional purposes among congregations, synods, the churchwide organization, and other affiliates.

S12.01.01. The word "conference" shall refer to the territories of this synod within which congregations are located, and within which social ministry organization and church institutions may be located. The term "conference" shall also define this synod's groupings for mission purposes prescribed in Synod Constitution †S6.03.02.f. and Chapter 12, there referred to as "conferences, clusters or coalitions."

S12.01.02. The synod shall be divided into conferences in accordance with Chapter 12 of the synod constitution in order to foster interdependent relationships among congregations, institutions and synod and churchwide units for mission purposes.

S12.01.03. Each conference shall develop a comprehensive plan for mission and ministry and shall assist member congregations in preparing annual ministry plans.

S12.01.04. Any congregation may request reassignment to another conference, which request will be granted if approved by Synod Council.

S12.01.05. Each conference shall meet in full assembly at least one time per year. Each conference shall be responsible for developing a plan for fair representation of rostered leaders, lay members of congregations, institutions, and agencies on the territory of the conference.

S12.01.11. Each conference in assembly shall elect a dean who shall be a pastor under call serving within the territory of the conference. The quorum for the conference assembly at which the dean is to be elected shall consist of a majority of the congregations in the conference. The conference shall seek to assure that the representational principles stated in †S6.04. and S6.04.C02. are fulfilled. If there is no quorum for the conference assembly at which the dean is to be elected, the dean shall be appointed by the bishop of this synod in consultation with the Committee of Deans. If the conference does not call a conference assembly for the election of the dean, the bishop of this synod shall call the conference assembly.

S12.01.11.A21. *No person may serve concurrently in more than one of the following positions in this synod: member of the Synod Council, dean of a conference, and member of the Candidacy Committee. Election or appointment to one of these positions shall constitute resignation from the others.*

S12.01.13. The term of office for each dean shall be three years, and a dean may serve no more than two consecutive terms. In the event of a vacancy in the office of the dean, the bishop of this synod may appoint an interim dean to serve until an election can be held at the next meeting of the Conference Assembly.

S12.01.14. The deans of the conferences shall constitute a committee of deans which may be convened by the bishop from time to time in order to advise and assist the bishop and to confer with the bishop as to the needs of the church on the territory of the several conferences.

S12.01.21. A layperson shall be elected by each Conference Assembly to chair the assembly and to chair the Conference Executive Committee.

S12.01.22. The term of office for the person elected to chair the assembly and the Conference Executive Committee shall be three years, and such person may serve no more than two consecutive terms. In the event of a vacancy, the Conference Executive Committee may appoint a person to serve until an election can be held at the next meeting of the Conference Assembly.

S12.01.41. Conference Committees. Each conference shall have an Executive Committee to lead and to oversee the work of the conference, to appoint persons to each committee, and to monitor each mission concern. The committee shall be elected by the Conference Assembly and shall include the dean and the chairperson. The Conference Executive Committee shall consist of no more than one member of the same congregation at the same time, provided, however, that at its discretion the conference may provide that two members of the same congregation may serve on the Executive Committee concurrently if one of them is either the dean or the chairperson. Each conference shall determine the number of members, the terms of office, the method for filling vacancies, and the time of election of members of the committee.

S12.01.42. Other committees may be designated as the need and the ability to organize them arise.

Chapter 13.
CONGREGATIONS

†S13.01. Each congregation, except those certified as congregations of the Evangelical Lutheran Church in America by the uniting churches, prior to being listed in the roster of congregations of this synod, shall adopt the *Model Constitution for Congregations* or one acceptable to this synod that is not in contradiction to the constitution and bylaws of the Evangelical Lutheran Church in America.

- **a. New congregations. A congregation newly formed by this church and any congregation seeking recognition and reception by this church shall:**
  - **1) Accept the criteria for recognition and reception as a congregation of this church, fulfill the functions of the congregation, and accept the governance provisions as provided in Chapter 9 of the constitution and bylaws of this church.**
  - **2) Adopt governing documents that include fully and without alterations the Preamble, Chapter 1, where applicable, and all required provisions of Chapters 2, 3, 4, 5, 6, 7, 8, 9, 15, 16, 17, 18, and 19 in the *Model Constitution for Congregations* consistent with requirements of the constitutions, bylaws, and continuing resolutions of this church. Bylaws and continuing resolutions, appropriate for inclusion in these chapters and not in conflict with**

these required provisions in the *Model Constitution for Congregations*, the constitution of this synod, or the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, may be adopted as described in Chapters 17 and 18 of the *Model Constitution for Congregations*.

3) Accept the commitments expected of all congregations of this church as stated in *C6.01., *C6.02., and *C6.03., of the *Model Constitution for Congregations*.

b. Congregations from another church body. If a congregation is a member of another church body, the leadership of the congregation first should consult with the appropriate authorities of that church body before taking action to leave its current church body. After such consultation, leaders of the congregation should contact the ELCA synod bishop or staff where the congregation is located. The synod bishop or synod staff where the transferring or independent congregation is located shall confer with the congregation to assure its understanding and acceptance of commitment to and affiliation with this church.

c. Recognition and reception. Recognition and reception of additional congregations into this church is based upon the judgment of the synod that the congregations satisfy the criteria of 9.21. and 9.25. The synod bishop shall provide for prompt reporting of such additions to the secretary of this church for addition to the roster of congregations.

1) Recognition and reception of congregations newly formed by this church is accomplished by action of the Synod Council.

2) Recognition and reception of transferring or independent congregations is accomplished by the action of the Synod Assembly upon the recommendation of the Synod Council.

a. If a congregation is a member of another church body, the leadership of the congregation first should consult with the appropriate authorities of that church body before taking action to leave its current church body. After such consultation, leaders of the congregation should contact the synod bishop or synod staff in this church where the congregation is located.

b. The synod bishop or synod staff where the transferring or independent congregation is located shall confer with the congregation to assure its understanding and acceptance of commitment to and affiliation with the Evangelical Lutheran Church in America.

†S13.02. It shall be the responsibility of each congregation of this synod to elect from among its voting members laypersons to serve as 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. Normatively, congregations should hold elections prior to each regular meeting of the Synod Assembly. The number of persons to be elected by

each congregation and other qualifications shall be as prescribed in guidelines established by this synod.

S13.02.A17. *This synod allows congregations to provide for seasonal membership in accordance with *C8.02.e. of the Model Constitution for Congregations.*

S13.11. **When a rostered minister resigns, the Congregation Council shall receive the letter of resignation, report it to the congregation, and at once notify the bishop of this synod.**

S13.12. **A congregation under financial obligation to its former rostered minister shall make satisfactory settlement of the obligation before calling a successor.**

†S13.20. **A congregation considering a relocation 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 effected.**

†S13.21. **A congregation considering development of an additional site to be used regularly for worship 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.**

†S13.22. **Each congregation of the Evangelical Lutheran Church in America within the territory of this synod, except those which are in partnership with the Slovak Zion Synod, shall establish and maintain a relationship with this synod.**

†S13.23. **Provision 9.71. of the constitution of this church shall govern the relationship of this synod and a congregation of this synod regarding the property of the congregation. This synod may transfer or convey property to a congregation of the synod, subject to restrictions accepted by the congregation, including provision that if the Synod Council, in its sole and exclusive discretion, determines (1) that the property is not being used to serve the mission and ministry needs of this church, or (2) that the congregation has transferred, encumbered, mortgaged, or in any way burdened or impaired any right, title, or interest in the property without the prior approval of the Synod Council, then title to the property shall revert to the synod, and the congregation, upon written demand, shall reconvey the property to the synod.**

†S13.24. **The Synod Council, itself or through trustees appointed by it, may take charge and control of the property of a congregation of this synod to hold, manage, and convey the same on behalf of this synod, if any of the following apply:**

a. The congregation has disbanded, ceased to worship, or otherwise ceased to exist as a congregation.
b. The congregation has abandoned its property.
c. The remaining members of the congregation decide that it is no longer possible to function as a congregation or that they are unable to provide required governance.
d. The Synod Council determines that the membership of a congregation has become so scattered or so diminished in numbers that it cannot provide required governance or that it has become impractical for the congregation to fulfill the purposes for which it was organized.
e. The Synod Council determines that it is necessary for this synod to protect and preserve the congregation's property from waste and deterioration.

The congregation shall have the right to appeal any such decision to the next Synod Assembly.

S13.25. This synod may temporarily assume administration of a congregation upon its request or with its concurrence. Such synod administration shall continue only so long as necessary to complete the purposes for which it was requested by the congregation or until the congregation withdraws consent to continued administration.

S13.30. Discipline

†S13.31. Congregations and members of congregations are subject to discipline in accordance with the provisions of Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The synod's involvement in and responsibility for such disciplinary processes shall be as set forth in that chapter.

S13.40. Synod-authorized Worshiping Communities and Outreach Ministries

S13.41. Worshiping communities and outreach ministries, authorized by the synod and acknowledged under criteria, policies, and procedures approved by the Church Council of the Evangelical Lutheran Church in America, shall accept and adhere to the Confession of Faith and Statement of Purpose of this church, shall be served by leadership under the criteria of this church, and shall be subject to the discipline of this church.

Chapter 14.
ROSTERED MINISTERS

S14.10. Ministers of Word and Sacrament

†S14.11. The time and place of the ordination of those persons properly called to ministry in this synod shall be authorized by the bishop of this synod.

†S14.12. **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 though 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, proclaiming God's love for the world, advocating dignity, justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, and embracing and welcoming racially and ethnically diverse populations.

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 the 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 work of the churchwide organization and of this 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*.

S14.13. **The pastor (a) shall keep accurate records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation, (b) shall submit a summary of such statistics annually to this synod, and (c) shall become a member of the 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.**

S14.14. **Whenever members of a congregation move to such a distance that regular attendance at its services becomes impractical, it shall be the duty of the pastor to commend them to the pastoral care of a congregation nearer to their place of residence.**

S14.15. **Each minister of Word and Sacrament on the roster of this synod shall submit a report of ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.**

†S14.16. When a congregation of this church desires to call a pastor or a candidate for the ministry of Word and Sacrament of this church:

a. Each congregation of this synod shall consult the bishop of this synod before taking any steps leading to the extending of a call to a prospective pastor.
b. For issuance of a letter of call to a pastor or candidate by a congregation of this synod in accord with ELCA constitutional provision 7.41., a two-thirds vote shall be required of voting members of the congregation present and voting at a meeting regularly called for the purpose of issuing such a call.
c. When the congregation has voted to issue a call to a prospective pastor, the letter of call shall be submitted to the bishop of this synod for the bishop's signature.

S14.17. No minister of Word and Sacrament shall accept a call without first conferring with the bishop of this synod. A minister of Word and Sacrament shall respond with an answer of acceptance or declination to a letter of call within thirty (30) days of receipt of such call. In exceptional circumstances with the approval of the bishop of this synod and the president of the Congregation Council of the congregation issuing the call, an additional fifteen days may be granted to respond to a letter of call.

†S14.18. The provisions for termination of the mutual relationship between a minister of Word and Sacrament and a congregation shall be as follows:

a. The call of a 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 any of 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 that congregation in view of local conditions;
    4) inability to conduct the pastoral office effectively in view of disability or 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 the congregation;
    8) dissolution of the congregation or the termination of a parish arrangement; or

9) suspension of the congregation through discipline for more than six months.

b. When allegations of disability or 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, who has 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 the congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.

c. In case of alleged disability or 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 resumption of the ability to conduct the office effectively, 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 the 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 the congregation. In the bishop's sole discretion, the bishop's committee may also present, as may be appropriate, either a report or report summary to the pastor and to the congregation together with the recommendations. 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 the 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, the 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 disciplinary action, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

†S14.19. Ministers of Word and Sacrament shall respect the integrity of the ministry of congregations which they do not serve and shall not exercise ministerial functions therein unless invited to do so by the pastor, or if there is no duly called pastor, then by the interim pastor in consultation with the Congregation Council.

†S14.21. The records of all baptisms, confirmations, marriages, burials, communicants, members received, members transferred or dismissed, members who have become inactive, or members excluded from the congregation shall be kept accurately and permanently. They shall remain the property of each congregation. At the time of the closure of a congregation, such records shall be sent to the regional archives. The secretary of the congregation shall attest to the bishop of this synod that such records have been placed in the secretary's hands in good order by a departing pastor before:

a. installation in another call, or
b. approval of a request for change in roster status.

†S14.22. The pastor shall make satisfactory settlement of all financial obligations to a former congregation before:

a. installation in another call, or
b. approval of a request for change in roster status.

†S14.23. During service to a congregation, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor. The interim pastor may delegate the same in part to an interim supply pastor with the consent of the bishop of this synod. The interim pastor and any rostered minister who may assist shall refrain from exerting influence in the selection of a pastor. Upon completion of service, the interim pastor shall certify to the bishop of this synod that the congregation records, for the period for which the interim pastor was responsible, are in order.

†S14.24. With the approval of the synod bishop expressed in writing, which sets forth a clear statement of the purpose to be served by such a departure from the normal rule of permanency of the call as expressed in †S14.18., a congregation may 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 of this synod or a representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such call may also be terminated before its expiration in accordance with the provisions of †S14.18.

S14.25. **All ministers of Word and Sacrament under a call shall attend meetings of the Synod Assembly, and the pastors of congregations shall also attend the meetings of the conference, cluster, coalition, or other area subdivision to which the congregations belongs.**

S14.30. **Ministers of Word and Service**

†S14.31. **The time and place of the ordination of those persons properly called to ministry in this synod shall be authorized by the bishop of this synod.**

†S14.32. **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, proclaiming God's love for the world, advocating dignity, justice, and equity for all people, working for peace and reconciliation among the nations, caring for the marginalized, and embracing and welcoming racially and ethnically diverse populations;**
- **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.**

S14.33. **The minister of Word and Service shall become a member of the congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the minister of Word and Service shall hold membership in one of the congregations.**

S14.34. **Each minister of Word and Service on the roster of this synod shall submit a report of ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.**

†S14.41. **When a congregation of this church desires to call a minister of Word and Service or a candidate for the ministry of Word and Service of this church:**

a. Each congregation of this synod shall consult the bishop of this synod before taking any steps leading to the extending of a call to a prospective minister of Word and Service.
b. For issuance of a letter of call to a minister of Word and Service or candidate by a congregation of this synod in accord with ELCA constitutional provision 7.71., a two-thirds vote shall be required of members of the congregation present and voting at a meeting regularly called for the purpose of issuing such a call.
c. When the congregation has voted to issue a call to a prospective minister of Word and Service , the letter of call shall be submitted to the bishop of this synod for the bishop's signature.

S14.42. No minister of Word and Service shall accept a call without first conferring with the bishop of this synod. A minister of Word and Service shall respond with an answer of acceptance or declination to a letter of call within 30 days of receipt of such call. In exceptional circumstances with the approval of the bishop of this synod and the president of the Congregation Council of the congregation issuing the call, an additional 15 days may be granted to respond to a letter of call.

†S14.43. 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 a congregation, when accepted by a minister of Word and Service, 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 any of the following reasons:
    1) mutual agreement to terminate the call or the completion of a call for a specific term;
    2) resignation of the minister of Word and Service, 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 office effectively in that congregation in view of local conditions;
    4) inability to conduct the office effectively in view of disability or incapacity of the minister of Word and Service;
    5) suspension of the minister of Word and Service through discipline for more than three months;
    6) resignation or removal of the minister of Word and Service from the roster of Ministers of Word and Service of this church;
    7) termination of the relationship between this church and the congregation;
    8) dissolution of the congregation or the termination of a parish arrangement; or
    9) suspension of the congregation through discipline for more than six months.

b. When allegations of disability or incapacity of the minister of Word and Service under paragraph a.4) above, or ineffective conduct of the ministry of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,

1) the bishop, who has 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 the congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.

c. In case of alleged disability or incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the minister of Word and Service'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 resumption of the ability to conduct the office effectively, the bishop shall take steps to enable the minister of Word and Service 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 the 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 minister of Word and Service and then to the congregation. The recommendations of the bishop's committee address whether the minister of Word and Service'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 the congregation and by the minister of Word and Service, if appropriate. If the minister of Word and Service 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 minister of Word and Service's call, the congregation may dismiss the minister of Word and Service 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 disciplinary action, the committee shall make recommendations

concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws, and continuing resolutions.

†S14.44. Ministers of Word and Service shall respect the integrity of the ministry of congregations which they do not serve and shall not exercise ministerial functions therein unless invited to do so by the Congregation Council.

†S14.45. The minister of Word and Service shall make satisfactory settlement of all financial obligations to a former congregation before:
a. installation in another call, or
b. approval of a request for change in roster status.

†S14.46. With the approval of the synod bishop expressed in writing, which sets forth a clear statement of the purpose to be served by such a departure from the normal rule of permanency of the call as expressed in †S14.43., a congregation may call a minister of Word and Service 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 of this synod or a representative of the bishop shall meet with the minister of Word and Service and representatives of the congregation for a review of the call. Such call may also be terminated before its expiration in accordance with the provisions of †S14.43.

S14.47. All ministers of Word and Service under a call shall attend meetings of the Synod Assembly, and the ministers of Word and Service of congregations shall also attend the meetings of the conference, cluster, coalition, or other area subdivision to which the congregation belongs.

Chapter 15.
FINANCIAL MATTERS

†S15.01. The fiscal year of this synod shall be February 1 through January 31.

†S15.11. Since the congregations, synods, and churchwide organization are interdependent expressions that share in God's mission, all share in the responsibility to develop, implement, and strengthen the financial support of the whole church. The gifts and offerings of the members of the Evangelical Lutheran Church in America are given to support all parts of this church; thus the unity of this church should be evidenced in determining each part's share of the gifts and offerings. Therefore:
a. The mission of this church beyond the congregation is to be supported by such a proportionate share of each congregation's annual budget as each congregation determines. This synod shall develop guidelines for determining "proportionate share," and shall consult with congregational leaders to assist each congregation in making its determination.
b. This synod shall receive the proportionate share of the mission support from its congregations, and shall transmit that percentage or amount of

each congregation's mission support as determined in consultation with the churchwide organization and approved by the Synod Assembly as part of its budget consideration.

c. Should the Synod Assembly not approve the proportionate share of mission support determined in consultation with the churchwide organization, a new consultation with the churchwide organization shall take place. The Synod Council is authorized to amend the budget adopted by the Synod Assembly to reflect the results of this consultation.

†S15.12. The annual budget of this synod shall reflect the entire range of its own activities and its commitment to supportive funding with other synods and the churchwide organization.

S15.13. On the basis of estimated income, the Synod Council shall authorize expenditures within the budget for the fiscal year. Expenditure authorizations shall be subject to revision, in light of changing conditions, by the Synod Council.

S15.14. Except when such procedure would jeopardize current operations, a reserve amounting to no more than 16 percent of the sum of the amounts scheduled in the next year's budget for regular distribution to synod causes shall be carried forward annually for disbursement in the following year in the interest of making possible a more even flow of income to such causes. The exact number of dollars to be held in reserve shall be determined by the Synod Council.

S15.21. No appeal to congregations of this or any other synod of the Evangelical Lutheran Church in America for the raising of funds shall be conducted by congregations or organizations related to or affiliated with this synod without the consent of the Synod Assembly or the Synod Council.

†S15.31. This synod shall arrange to have an annual audit of its financial records conducted by a certified public accountant firm recommended by the synod Audit Committee and approved by the Synod Council. The audited annual financial report shall be submitted by this synod to the churchwide Office of the Treasurer and to the congregations of this synod.

†S15.32. This synod shall maintain adequate, continuous insurance coverage in accordance with standards recommended by the churchwide organization. Insurance programs offered or endorsed by the churchwide organization shall be deemed to fulfill this obligation.

Chapter 16.
INDEMNIFICATION

†S16.01. Subject to the limitations and duties imposed by law, each person who is or was made or threatened to be made a party to any proceeding by reason of

the present or former capacity of that person as a Synod Council member, officer, employee, or committee member of this synod shall be indemnified against all costs and expenses incurred by that person in connection with the proceeding. Indemnification of any person by reason of that person's capacity as a director, officer, employee, or committee member of any other organization, regardless of its form or relationship to this synod, is subject to the provisions of †S16.02.

a. The term "proceeding" means a threatened, pending, or completed lawsuit, whether civil or criminal, an administrative or investigative matter, arbitration, mediation, alternative dispute resolution, or any other similar legal or governmental action. Except as otherwise required by law, the term "proceeding" does not include (a) any action by this synod against the individual seeking indemnification, or (b) subject to †S16.04., a disciplinary hearing or related process described in Chapter 20 of the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America.

b. The term "indemnification" includes reimbursement and advances of costs and expenses for judgments, penalties, fines, settlements, excise taxes, reasonable attorneys' fees, disbursements, and similar required expenditures.

S16.01.01. No member of the Synod Council shall be personally liable for monetary damages as such for any action taken, or any failure to take action, unless that member has breached or failed to perform the duties of his or her office under the guidelines set forth in Section 8363 of the Directors' Liability Act of Pennsylvania, Act No. 145 of November 28, 1986, herein fully incorporated reference (relating to standard of care and justifiable reliance), and unless such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

†S16.02. Whenever a person who, while a Synod Council member, officer, committee member, or employee of this synod, is or was serving at the request of this synod as (or whose duties in that position involve or involved service in the capacity of) a director, officer, partner, trustee, employee, or agent of another organization, is or was made or threatened to be made a party to a proceeding by reason of such capacity, then such person shall be entitled to indemnification only if (a) the Synod Council has established a process for determining whether a person serving in the capacity described in this section shall be entitled to indemnification in any specific case, and (b) that process has been applied in making a specific determination that such person is entitled to indemnification.

†S16.03. This synod may purchase and maintain insurance on behalf of itself or any person entitled to indemnification pursuant to this chapter against any liability asserted against and incurred by this synod or by such other person in or arising from a capacity described in †S16.01. or †S16.02.

†S16.04. **When written charges against a rostered minister of this church are made in disciplinary proceedings under Chapter 20 of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* by the synod bishop or when written charges against a congregation are made in disciplinary proceedings by the Synod Council or the synod bishop, and the discipline hearing committee determines that no discipline shall be imposed, then if such determination is not reversed or set aside on appeal indemnification shall be made by the synod to the accused for reasonable attorney's fees and other reasonable expenses related to the defense of the charges. The determination of the reasonableness of such fees and expenses shall be made by the Synod Council.**

Chapter 17.
CONSULTATION AND ADJUDICATION

†S17.01. **The synod bishop and the Executive Committee of the Synod Council shall be available to give counsel when disputes arise within this synod.**

†S17.02. **The synod bishop and the Executive Committee of the Synod Council shall receive expressions of concern from rostered ministers, congregations, and organizations within this synod; provide a forum in which the parties concerned can seek to work out matters causing distress or conflict; and make appropriate recommendations for their resolution. When a concern relates directly to the synod bishop, the synod vice president will lead the Executive Committee's efforts at resolving the matter. When the matter at issue cannot be resolved in this manner, applicable procedures for investigation, decision, appeal, and adjudication shall be followed. Allegations or charges that could lead to the discipline of a rostered minister shall not be addressed by the Executive Committee but shall be resolved through the disciplinary process set forth in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.**

†S17.03. **When there is disagreement between or among congregations of this synod on a substantive issue that cannot be resolved by the parties, the council of an affected congregation may petition the synod bishop for a consultation after informing the other affected congregation(s) of its intent to do so. If this 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 issue(s), the entire matter shall be referred to the Synod Council for adjudication by whatever process the council deems necessary. The decision of the Synod Council shall be final.**

†S17.04. **When conferences, clusters, coalitions, or area subdivisions of this synod have a disagreement on a substantive issue that they cannot resolve, the aggrieved party or parities may petition the synod bishop and the Executive Committee of the Synod Council requesting a consultation after informing the other affected parties of their intent to do so. In this case the decision of**

the Executive Committee shall prevail, except that, upon the motion of a member of the Synod Council, the decision shall be referred to the Synod Council for final action.

†S17.10. Adjudication in a Congregation.

†S17.11. When there is disagreement between or among factions within a congregation on a substantive issue which cannot be resolved by the parties, members of the congregation may petition the synod bishop for consultation after informing the president of the Congregation Council 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 18.
AMENDMENTS, BYLAWS AND CONTINUING RESOLUTIONS

†S18.10. Amendments to the Constitution.

†S18.11. Certain sections of this constitution incorporate and record therein required provisions of the constitution and bylaws of this church. If such provisions are amended by the Churchwide Assembly, corresponding amendments shall be introduced at once to this constitution by the secretary of this synod upon receipt of formal certification thereof from the secretary of the Evangelical Lutheran Church in America.

†S18.12. Whenever the secretary of the Evangelical Lutheran Church in America officially informs this synod that the Churchwide Assembly has amended any non-required provision of the *Constitution for Synods*, this constitution may be amended to reflect any such amendment by a majority vote at any subsequent meeting of the Synod Assembly without presentation at a prior Synod Assembly. An amendment that is identical to a provision of the *Constitution for Synods* shall be deemed to have been ratified upon its adoption by this synod. The Church Council, through the secretary of this church, shall be given prompt notification of its adoption.

†S18.13. Other amendments to this constitution may be adopted by this synod through either of the following procedures:

a. Introduced with the support of at least fifteen voting members and having been approved by a two-thirds vote of the voting members present and voting at a regular meeting of the Synod Assembly, an

amendment may be ratified unchanged by a two-thirds vote at the next regular meeting of the Synod Assembly.

b. The Synod Council may propose an amendment, with notice to be sent to the congregations of this synod at least six months prior to the next regular meeting of the Synod Assembly. Such an amendment shall require for adoption a two-thirds vote of the voting members present and voting at such a regular meeting of the Synod Assembly.
All such amendments shall become effective upon ratification by the Churchwide Assembly or by the Church Council.

†S18.20. Amendments to Bylaws.

†S18.21. This synod may adopt bylaws not in conflict with this constitution or with the constitution and bylaws of the churchwide organization. This synod may amend its bylaws at any meeting of the Synod Assembly by a two-thirds vote of voting members of the assembly present and voting. Newly adopted bylaws and amendments to existing bylaws shall be reported to the secretary of this church.

S18.21.01. The words and phrases used in the bylaws shall have the meanings attributed to them in the constitution unless a different meaning clearly appears from a particular context or from a specific definition set forth in this chapter.

†S18.30. Amendments to Continuing Resolutions

†S18.31. This synod may adopt continuing resolutions not in conflict with this constitution or its bylaws or the constitution, bylaws, and continuing resolutions of the churchwide organization. Such continuing resolutions may be adopted or amended by a majority vote of the Synod Assembly or by a two-thirds vote of the Synod Council. Newly adopted continuing resolutions and amendments to existing continuing resolutions shall be reported to the secretary of this church.

Chapter 19.
CONTINUING RESOLUTIONS OF PREDECESSOR SYNODS

S19.00.A87. *This synod shall function in accord with the following Standing Resolutions of predecessor synods of the Southeastern Pennsylvania Synod with the understanding that the Synod Council shall review the resolutions and make recommendations to the 1988 Synod Assembly as to their continuance or amendment. (All references to Executive Board to be understood to mean Synod Council).*

a. Resolved, that no meeting, whether formal or informal, of the members of council of a congregation or conference, without reasonable notice to its pastor or vice-pastor, shall have any validity and that it be ruled wholly improper for any council member knowingly to attend such a meeting. (1962)

c. Resolved, that the bishop shall be empowered and have discretion to provide legal assistance and/or bail for pastors and members of congregations who for reason of Christian concern for human rights, eschewing violence, are subject to arrest and/or incarceration. (1964)

Secretary's Notes:
Updated June 24, 2004; Amended May 5, 2006; April 18, 2008; May 12, 2008; October 26, 2009; and May 7, 2010. RAM

Required provisions adopted by the 2011 Churchwide Assembly added, January 4, 2012. RAM

Amendments approved by the 2012 Synod Assembly added, May 14, 2012. RAM

Amendments by deletion to continuing resolutions (S11.01.C98, S11.01.D98, S11.01.E98, S11.01.F98, S11.01.G98, S11.01.H98, S14.90.A87, and S19.00.A87.b), approved by the Synod Council on December 6, 2012, added, December 10, 2012. RAM

Amendments approved by the 2013 Synod Assembly added, May 5, 2013 and May 15, 2013. RAM

Required provisions adopted by the 2013 Churchwide Assembly added, January 30, 2014. RAM

Amendments approved by the 2014 Synod Assembly added, May 7, 2014. RAM

Continuing resolution (S11.01.K14) added, approved by the Synod Council on March 20, 2014; May 22, 2014. RAM

Continuing resolution (S11.01.L15) added, approved by the Synod Council on June 9, 2015; September 3, 2015. KMR

By-law (S12.01.12.) deleted by the Southeastern Pennsylvania Synod in Assembly, May 6th, 2016. KMR

Required provisions adopted by the 2016 Churchwide Assembly, renumber previous S7.22 as S7.30, renumber previous S14.22 as S14.29, added February 7, 2017. KMR

Continuing resolutions (S6.04D10.) and (S9.04A94.) amended by Synod Council; continuing resolutions (S9.04.B17) and (S13.02.A17.) added by Synod Council February 23rd, 2017. KMR

Amendments approved by the Synod Assembly added, May 10, 2017. KMR
Includes mandatory language regarding rostered ministers in non-required provisions, inclusion of process for minsters of word and service in S.14.30. and following, revision of language in S.8.42.f. and S.10.02., inclusion of S13.40. and S13.41., deletion of S.14.29., and reworking of portions of S.6., S.9,. and S.10.

Required provisions adopted by the 2019 Churchwide Assembly added, November 18, 2019. KMR

Amendments approved by the 2021 Synod Assembly added, May 14, 2021. KMR
Includes "recommended" changes from the 2019 Churchwide Assembly, revisions to SEPA specific bylaws to conform to these changes, updates to social ministry organization language, allowance for cancellation or virtual meeting of an assembly, and restructuring of synod council.

Continuing resolutions (S9.08.01.A21. S12.01.11.A21.) added, continuing resolution (S7.32.A01.) amended by Synod Council, S7.32.A01. December 9. 2021. KMR

Required provisions adopted by the 2022 Churchwide Assembly added, October 11, 2022. KMR

Continuing resolution S.7.32.A01. amended by Synod Council, January 26, 2023. KMR

All recommended amendments to the Constitutions for Synods proposed by the 2022 Churchwide Assembly were adopted by the May 5, 2023, Synod Assembly, including revisions to S7.21, S7.14, S7.22, S7.24, S7.26, S7.27, S8.42, S14.13, S14.15, S14.34. KMR

Amendments to S7. approved by the Synod Assembly on May 3, 2024. KMR

Required provisions adopted by the 2025 Churchwide Assembly added, December 10, 2025. KMR

Recommended retention as non-required provisions S1.21., S9.02., S.11.04., and recommended changes to non-required provisions S7.26., S9.04., S10.05., S11.04., S13.40., and S13.41., recommended by the 2025 Churchwide Assembly and endorsed by the Southeastern Pennsylvania Synod Council, were approved by the Synod Assembly, May 30, 2026. KMR