



CONSTITUTION AND BY-LAWS

**Adopted by the Prince of Peace Church Board
September 18, 2007**

**Approved by a vote of the Prince of Peace Congregation
October 7, 2007**

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CONSTITUTION

Effective October 7, 2007

ARTICLE I NAME

The name of this organization shall be ***Prince of Peace Lutheran Church of Burnsville, Minnesota.***

ARTICLE II STATEMENT OF FAITH

1. **Authority**. This Prince of Peace Congregation (hereafter referred to as The Congregation) accepts all the canonical books of the Old and New Testament as the inspired and revealed Word of God.
2. **Documents**. In further elaboration of its theological foundation this Congregation accepts and confesses:
 - a. The ancient ecumenical creeds: the Apostolic, the Nicene, and the Athanasian: and
 - b. The Unaltered Augsburg Confession and Luther's Small Catechism. Also, the documents in the Book of Concord of 1580: the Apology, Luther's Large Catechism, the Smalcald Articles and the Formula of Concord; and recognizes them as normative for its theology.

ARTICLE III PURPOSE AND MISSION

The object and purpose of this Congregation shall be to proclaim and share the Gospel of Jesus Christ through the Means of Grace, the spiritual growth of its members and the sharing of the Gospel with others.

The mission of this Congregation is to **Welcome** people to faith in Jesus Christ; **Equip** people with a faith that works in real life; and **Send** people in service into the world in Jesus' name.

ARTICLE IV CHURCH BODY MEMBER

This Congregation shall belong to the Evangelical Lutheran Church in America and the Synod therein, to which it shall be assigned. Severance of such membership shall require a two-thirds (2/3) majority vote of all members present and voting at a legally called meeting of the Congregation after the Synod has been given at least ninety (90) days notice of the intent to sever membership.

ARTICLE V CONGREGATION

1. **In all matters** not decided by the Word of God and not subject to civil laws, the Congregation itself shall be the ultimate authority.
2. **Title** to all real and personal property acquired by the Congregation, its organizations, or individuals for use by the Congregation and its organizations, shall be held by the Congregation in its corporate entity.
3. **Should the Congregation** cease to exist or its assets be abandoned, title to all land and other assets, both real and personal, shall pass to the Evangelical Lutheran Church in America or its successor unless membership in the Evangelical Lutheran Church in America or its successor has been severed.

ARTICLE VI CONGREGATIONAL MEMBERSHIP/DISCIPLESHIP

Membership. Members are those individuals enrolled or recorded as active worship participants and thereafter maintain membership by striving to follow the Prince of Peace Marks of Discipleship, which are:

- a. **Pray** daily
- b. **Worship** regularly
- c. **Read** scripture
- d. **Serve** at and beyond Prince of Peace
- e. Be in **Relationship** to encourage spiritual growth in others
- f. **Give** of their time, talent and resources

ARTICLE VII CONGREGATIONAL MEETING

1. **The power and authority.** The power and authority of this Congregation shall be exercised through the Congregational meeting called and held in conformity with civil laws and the provisions of this constitution and By-laws.
2. **The Prince of Peace Church Board.** The Prince of Peace Church Board, hereafter known as Church Board, shall hold a Congregational Meeting each year as set by this Constitution and its By-laws.
3. **Special meetings.** Special meetings of the Congregation may be called at any time by a majority vote of the Church Board, upon petition to the Church Board of one hundred (100)

members of the Congregation stating their purpose in the petition, or by written request to the Church Board by the Lead Pastor, the Financial Effectiveness Director or the Human Resources Effectiveness Director.

4. **Meeting notices.** Notice of the annual meeting shall be by written notice at least 30 days prior to the meeting date. Notice of special meetings shall be by written notice and by announcement at public church meetings held during the 10-day period prior to the meeting date. Such announcements shall state the purpose(s) of the meeting.
5. **Quorum.** To constitute a legally held meeting, a quorum of at least two hundred-fifty (250) bona fide members shall be present in person at any meeting. Proxy and absentee voting is not allowed. All actions may be taken by a majority of those present and voting unless specified elsewhere.
6. **Roberts Rules of Order** shall be the manual of authority for all Congregational meetings.

ARTICLE VIII ORGANIZATION OF THE CHURCH

1. **The Prince of Peace Church Board** shall be the governance body of the Congregation and shall be comprised of the Lead Pastor, the Financial Effectiveness Director, the Human Resources Effectiveness Director, and nine (9) at-large members who are elected by the Congregation.
2. **Executive officers** of the Church Board shall include a President, Vice President, Treasurer, and Secretary and shall be elected by the Church Board. The executive officers along with the Lead Pastor, the Financial Effectiveness Director, the Human Resources Effectiveness Director, comprise the Executive Ministry Team of the Church Board.
3. **Standing Committees.** The Church Board shall establish three (3) standing committees. The three standing committees shall be a Financial Advisory Committee, a Human Resources Advisory Committee, and a Nominating Committee. The number of members, the appointed membership, and the reporting responsibilities shall be developed by the Church Board.
4. **Church Board Ministry Teams** may be established by the Church Board to serve in such capacities as the Church Board deems appropriate. These Ministry Teams may be comprised of other members of the Church Board, congregation members and staff.
5. **The Boards and Officers** of the various operating entities associated with Prince of Peace Lutheran Church (i.e. Changing Church Forum, Inc., CDLC, etc.) shall be appointed by the Church Board.
6. **Vacancies** on the Church Board shall be filled by appointment by the Church Board.
7. **Specific duties** of the Church Board shall include:
 - a. **Annually review** the strategies and objectives of the church ministries to accomplish the vision and mission of the church, and be responsible for the operational management of the church.

- b. **Regularly review and evaluate** the total programmatic scope of the church. The Church Board shall establish, enact and enforce policies and procedures to guide the programs of the church, and may include securing counselors and advisors to review and advise the Church Board as deemed necessary.
- c. The Church Board shall annually appoint an independent financial auditor.
- d. **Delegate** the spiritual leadership of the Church to the Lead Pastor and to hold the Lead Pastor accountable for such leadership.
- e. **Delegate** the financial management of the Church to the Financial Effectiveness Director and to hold the Financial Effectiveness Director accountable for the fiscal matters of the church.
- f. **Delegate** the human resources management of the Church to the Human Resources Effectiveness Director and to hold the Human Resources Effectiveness Director accountable for the human resources matters of the church.
- g. **Propose By-laws** for adoption by the Congregation as the Church Board deems advisable. Such By-laws may not conflict with this constitution.
- h. **Annually** submit nominations for Church Board membership to the Congregation.

ARTICLE IX ORGANIZATIONAL STRUCTURE

- 1. **Requests for Church Board** action to create a ministry team or to assess the need for a task force should be directed in writing to the President of the Church Board for consideration by the Church Board.
- 2. **The Church Board** shall be the sole arbitrator of any conflict among task assignments and shall approve all duties for ministry teams as well as special task forces. The Church Board may start any of these teams or task forces, and upon assignment of tasks determine terms and appointment of members.

ARTICLE X STAFFING

The staff of Prince of Peace Lutheran Church shall be subject to the policies and procedures enacted by the Church Board. The called staff of Prince of Peace shall include the Lead Pastor and other associate pastors responsible for ministries as assigned by the Church Board or the Lead Pastor. All called staff shall be ordained pastors in good standing with the Evangelical Lutheran Church in America or those who are recommended for a call by the ELCA. He or she shall be one who has pledged fidelity to God's revealed Word and to the symbolic books derived therefrom which are referred to in Article II of this Constitution.

1. Lead Pastor

The Lead Pastor shall be called by the Congregation upon the recommendation of a call committee elected by the Congregation. The Congregation shall designate the Church Board to create a call committee process. The Congregation shall extend a call for a Lead Pastor upon a vote of two-thirds (2/3) of the members present and voting at a legally called meeting with a quorum present.

Duties

Specific duties and job expectations shall be set forth at the time of call and from time to time hereafter may be reviewed and revised by consent of the Lead Pastor and Church Board to insure the Congregation carries out its mission in the best possible manner.

Authority

The Lead Pastor shall be the chief spiritual leader and have responsibility for the spiritual operations in support of the ministry of the church in accordance with policies and procedures established by the Church Board and is accountable to the Church Board for performance of this responsibility.

Termination

The Lead Pastor position may be dissolved by resignation, action by the Bishop of the governing synod in accordance with the ELCA Constitution or by action of the Church Board recommending dissolution of the position through a legally called Congregational meeting and a two-thirds (2/3) vote of the members present. The Church Board may, upon unanimous decision of the elected board members, place the Lead Pastor on paid leave of absence for a period not to exceed three months pending review and Congregational action.

2. Other Staff Pastors

The Church Board shall have the authority to call other staff pastors.

3. **The Church Board** shall hire staff members for the positions of the Human Resources Effectiveness Director and the Financial Effectiveness Director. The Church Board shall approve job position descriptions, including duties and responsibilities, prior to advertising and filling such positions.

ARTICLE XI MEETINGS

1. **The Church Board** shall meet regularly as needed throughout the year.
2. **Ministry team and special focus task forces** shall meet as needed to conduct the services of the ministry assignment. Regularly scheduled meetings should be placed on the church's annual calendar. All reasonable steps to encourage access and participation should be taken.
3. **All convened meetings** of the Church Board shall be required to record attendance and complete edited minutes to be added to the Church Record.

ARTICLE XII AMENDMENTS

1. **Proposed amendments** to the constitution may be submitted to the Church Board in writing with a supporting petition of one hundred (100) members.
2. **The Church Board** must review proposed amendments and determine when and if a special Congregational meeting is to be called to vote on this proposed amendment. Approval requires a two-thirds (2/3) vote of the Church Board members to proceed.
3. **The Church Board** may also prepare and recommend amendments to the constitution and may schedule a legally called meeting with approval of two-thirds (2/3) of the Church Board.
4. **Church Board** action to proceed with a specially called meeting or notification of a vote on a proposed amendment at the annual meeting of the Congregation will include:
 - a. **Written notification** to the Congregation to convene a meeting to vote on a published proposed amendment. Notice should not be less than 30 days.
 - b. **Acceptance and affirmation** of an amendment to the Constitution shall require approval of two-thirds (2/3) of the registered members attending the special meeting and voting by written ballot at the legally convened Congregational Meeting. A record of the attending number of members and the final vote shall be recorded in the church record.
 - c. **Any amendment** shall become effective immediately, subject to review and comment for consistency with the Constitution and By-laws of the Evangelical Lutheran Church in America and our assigned Synod within one hundred and twenty (120) days of receipt by the reviewing bodies.



BY-LAWS

SECTION 1. COMMUNION PARTICIPATION

Participation. Participation in Holy Communion shall be open to all persons who seek to meet the risen Jesus Christ, who is truly present in the bread and wine. Invitation for children seeking to commune may be given prior to the sacrament by approval of the Lead Pastor, approval of the celebrating pastor or by previously taken instruction in the theology and practice of Holy Communion. Oral announcements shall be so devised as to make prospective participants aware of these requirements.

SECTION 2. CONFLICTING LOYALTIES

- A. Fellowship with Organizations.** This Congregation rejects all formal fellowship with organizations, secret or open, which are avowedly religious or which practice forms of religion without confessing faith in the Triune God and in Jesus Christ as the eternal Son of God incarnate to be our only Savior from sin.
- B. Ceremonies Prohibited.** Ceremonies of lodges or other such organizations shall not be permitted in the church or on the church premises of this Congregation, without the approval of the Church Board.
- C. Role of Pastor(s).** The pastor(s) of this Congregation shall take no official part in any such ceremonies even if they are conducted outside of the church premises.

SECTION 3. MEMBERSHIP (DISCIPLESHIP)

- A. Classification of Members (Disciples)**
 - 1. Baptized Members**
 - a. Classification.** Baptized members shall be those who have been baptized in the Name of the Triune God and have been received by the Congregation.
 - b. Children of Members.** Children, one or both of whose parents or custodians (as established by affidavit) are members of this Congregation, shall upon receiving Christian baptism, be received as baptized members of this Congregation.

- c. **Children of Non-Members.** Children, neither of whose parents or custodians are members of this Congregation, shall upon Christian baptism duly recorded as a ministerial act performed under the auspices of this Congregation will be received as baptized members of this Congregation. If there is understanding that, for good reason, they will be enrolled as baptized members of another Congregation, notice of the baptism shall be sent to the Congregation in which the child is enrolled as a baptized member.
- d. **Children Baptized in Other Congregations.** Children baptized in other Congregations shall be received as baptized members of this Congregation upon admission of one or both parents or custodians to membership, or by consent of one or both parents or custodians, or by action of the Church Board.
- e. **Unbaptized Adults.** Unbaptized adults who have received instruction, and have given evidence of having an adequate understanding and acceptance of the teachings of the Word of God, as confessed by the Lutheran Church, shall upon confession of faith and Christian baptism, and duly recorded as a ministerial act performed under the auspices of the Congregation, be received as baptized members of this Congregation.

2. Confirmed Members

- a. **Classification.** Confirmed members shall be the baptized members who have been confirmed in the Lutheran faith.
- b. **Baptized Adults through Rite.** Baptized adults, not previously members of the Congregation, who have received instruction and have given evidence of having adequate understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church, shall be admitted to confirmed membership through the rite of Affirmation of Baptism.
- c. **Exclusion of Rite.** However, adults received as baptized members shall be recognized as confirmed members, whether or not, at the discretion of the Lead Pastor, they have participated in the rite of Affirmation of Baptism.
- d. **Children through Rite.** Children who are baptized members of the Congregation shall be admitted to confirmed membership through participation in the rite of Affirmation of Baptism.
- e. **Membership through Letters of Transfer.** Applicants for membership presenting a Letter of Transfer showing them to be members of another Congregation, shall be admitted to confirmed membership upon acceptance of their Letters of Transfer by the church office, and the completion of the New Discipleship Process.
- f. **Other.** Applicants for membership who have not been sufficiently active in a church to be able to request a Letter of Transfer are admitted to the Congregation when they have completed the New Discipleship Process, and when they have made public pronouncement of their faith in Jesus Christ and desire to worship as part of this Congregation.

3. Voting Members

Classification. Voting membership shall be open to confirmed members eighteen (18) years of age or older. The Church Board shall be responsible for determining the voting membership in accordance with the qualifications specified in the constitution and By-laws.

B. Discontinuance of Membership

- 1. Transfer.** Members who move away shall be encouraged to transfer their membership. A confirmed member in good standing desiring to change his or her membership to another Lutheran Congregation shall, upon request, receive a Letter of Transfer.
- 2. Inactive Confirmed Member.** A confirmed member who in the judgment of the Church Board shows no interest in attending church services and does not partake of Holy Communion; and who does not contribute to the Congregational treasury according to the Congregation's records for a period of two (2) years shall be presumed no longer to desire membership, shall lose the right to vote; and shall not be counted in the membership statistics of the Congregation. Before such action is taken, a letter shall be sent to the member of the change in status.
- 3. Inactive Children.** Children, neither of whose parents or custodians are active members of the Congregation, shall be dropped from the baptized membership roll if they fail to participate in the Christian education program of the Congregation.

C. Severance of Membership

Members who have been dismissed or who have resigned and members who have transferred to other Lutheran Congregations or who are definitely known to have become members of other Congregations without transfer have, thereby, terminated their membership in the Congregation and have surrendered all membership rights. The action to remove them from the rolls shall be initiated by the Lead Pastor or designee, and affirmed by the Church Board.

**SECTION 4.
THE PASTORAL OFFICE**

- A. Status.** The Lead Pastor, as spiritual leader, shall be a member of the Church Board.
- B. Calling Other Pastors.** The Church Board, upon recommendation of the Lead Pastor, shall have the authority to call other staff pastors. An affirmative vote of at least two-thirds (2/3) of the voting members of the Church Board present at a meeting of the Church Board shall be necessary to issue a call.
- C. Duration of Call.** The call shall normally be for an indefinite time.
- D. Request for Resignation of the Lead Pastor.** If, in the judgment of the Congregation, the Lead Pastor is no longer able to serve satisfactorily, the Lead Pastor shall resign. However, before a resignation is requested, the matter shall first be carefully considered at a meeting of the Church Board and in consultation with the Synod Bishop. A request for the Lead Pastor's resignation shall require a two-thirds (2/3) majority vote of a special meeting of the Congregation. If the Lead Pastor's resignation has been requested in the manner here specified, the Lead Pastor shall vacate the office at the time specified by the Church Board.
- E. Request for Resignation of Other Pastors.** If, in the judgment of the Lead Pastor, an associate pastor is no longer able to serve satisfactorily, the pastor shall resign. However,

before a resignation is requested, the matter shall first be carefully considered at a meeting of the Church Board. The Synod Bishop shall be immediately informed upon resignation of a pastor. A request for a pastor's resignation shall require a two-thirds (2/3)-majority vote of the Church Board. If a resignation has been requested in the manner here specified, the pastor shall vacate the office at the time specified by the Church Board.

- F. Pastor Discipline.** Matters of discipline involving an associate pastor for alleged defection in doctrine or for alleged conduct unbecoming a pastor shall be referred by the Lead Pastor to Church Board and, when necessary, to the Synod Bishop for action in accordance with the Constitution and By-laws of the Evangelical Lutheran Church in America.
- G. Pastor Loyalty.** The Congregation requires that its pastors be loyal to the faith and purpose of the Congregation, as stated in Articles II and III of the Constitution.
- H. Responsibility/Accountability.** The pastors are given the responsibility for giving leadership to the Congregation. They are responsible for seeing that the Gospel of Christ is central in each area of church life, and that the Congregation is moving forward in its witness to this community. The Lead Pastor is responsible for the supervision and direction of all pastors. The Lead Pastor is directly accountable to the Church Board.

SECTION 5. THE CONGREGATIONAL MEETING

- A. Opening and Closing Meetings.** All Congregational meetings shall open with the Word of God and prayer and shall close with prayer.
- B. Meeting Chair.** The President of the Congregation shall preside at the Congregational meeting.
- C. Quorum.** A quorum for the conduct of business at annual and special Congregational meetings shall consist of two hundred fifty (250)-voting members. If a Congregational meeting is held in conjunction with a worship service the registration requirement may be waived.
- D. Membership Roster.** The current roster of voting, confirmed and baptized members shall be determined annually.
- E. Agenda of Annual Meeting.** The order of business at the annual meeting shall be determined by the Church Board.
- F. Vote by Written Ballot.** In the following cases, voting shall be by written ballot:
 - 1. To adopt or amend the Articles of Incorporation, Constitution or By-laws of the Congregation;
 - 2. To call a Lead Pastor or to request the Lead Pastor's resignation;
 - 3. To sever membership in the Evangelical Lutheran Church in America;
 - 4. To authorize an expenditure of more than \$500,000.00 not in budget;
 - 5. When requested by twenty five percent (25%) of the voting members present;

6. To adopt the ministry financial plan of the Congregation.

SECTION 6. DUTIES OF OFFICERS

A. Congregation President.

1. Serve as chair of Church Board for all Church Board and Congregational meetings.
2. Provide leadership to the Church Board and the Congregational members and offer counsel to the Lead Pastor.
3. Serve as a resource to ministry teams, the staff and the Church Board.
4. Annually, along with other members of the Executive Ministry Team of the Church Board, conduct a performance review of the Lead Senior Pastor.

B. Vice President.

1. Serve as Vice Chair for the Church Board and act on behalf of the Chair when the President is for any reason unable to participate.
2. Perform such tasks as assigned by the Church Board or the Congregation President.
3. Serve as a resource to ministry teams and the staff.

C. Secretary or Secretarial Delegate.

1. Supervise the reviewing, editing and maintaining of records of all meetings of the Church Board and the Congregation.
2. Be the repository for all records pertaining to the tasks, missions, responsibilities, charters and other records of the ministry teams, temporary ministry teams and task forces created by the Church Board.

D. Treasurer.

Oversee all financial matters and ensure that acceptable accounting methods are used in keeping all books of account. Advise the Church Board of financial status and implications of short and long-term decisions. Submit written reports to all Church Board and Congregation business meetings.

SECTION 7. GOVERNANCE BODY

A. Church Board.

1. The Congregation in a properly called meeting elects church Board members for a three (3) year term. Church Board members may serve a maximum of three (3) consecutive terms.

2. Church Board Executive Officers shall be elected by the majority of the Church Board members present in a properly called meeting to serve a one year term and may serve a maximum of three consecutive terms.

B. Meetings of the Church Board.

1. **Quorum.** The quorum necessary to conduct the business of the Church Board shall be six (6) members present. When a quorum is not present, any meetings may be adjourned from time to time for that reason. When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remain, the members still present may continue to transact business until adjournment.
2. **Agenda.** Primary responsibility for drafting an agenda for each meeting shall be with the Executive Ministry Team. The agenda shall always begin with devotions. Any members of the Church Board and the Lead Pastor may place items on the agenda through the Executive Ministry Team.
3. **Voting.** An act of the majority of the members present at a meeting at which a quorum is present shall be an act of the Church Board. No absentee or proxy voting shall be allowed.
4. **Notice/Open Meeting.** Notice of all meetings shall be given to all members of the Church Board. Any Congregation member may attend a Church Board meeting unless the President indicates that the meeting shall be closed to all non-members of the Church Board.
5. **Attendance.** Each member shall demonstrate his or her desire to serve the Church Board by regular attendance at the meetings. A member who is absent from two consecutive regularly scheduled monthly meetings shall be contacted by the President for an explanation. If, in the opinion of the Church Board, the member no longer desires to retain an active membership, the Church Board may declare the position vacant.
6. **Time and Place.** The Church Board shall set the time and place of each meeting. The Church Board shall meet regularly as needed throughout the year.

SECTION 8. FILLING VACANCIES IN ELECTIVE OFFICES

In the event of a vacancy of a Church Board Member who is also an Executive Officer, (President, Vice President, Secretary or Treasurer) the Church Board shall elect a successor, from the current members of the Church Board to fill the remaining term. Appointed service of six months or less shall not be counted in term limits.

