

Constitution and Bylaws of Saint Mark's Evangelical Lutheran Church of Jacksonville, Florida, Inc.



As of December 2016

Table of Contents

A Word of Explanation.....Page 3

Preamble.....Page 4

Chapter 1 – Name and Incorporation.....Page 4

Chapter 2 – Confession of Faith.....Page 4

Chapter 3 – Nature of the Church.....Page 5

Chapter 4 – Statement of Purpose.....Page 6

Chapter 5 – Powers of the Congregation.....Page 7

Chapter 6 – Church Affiliation.....Page 9

Chapter 7 – Property Ownership.....Page 12

Chapter 8 – Membership.....Page 13

Chapter 9 – The Pastor.....Page 15

Chapter 10 – Congregation Meeting.....Page 22

Chapter 11 – Officers.....Page 23

Chapter 12 – Congregation Council.....Page 27

Chapter 13 – Congregational Committees.....Page 30

Chapter 14 – Organizations within the Congregation.....Page 32

Chapter 15 – Discipline of Members and Adjudication.....Page 40

Chapter 16 – Amendments.....Page 42

Chapter 17 – Bylaws.....Page 43

Chapter 18 – Continuing Resolutions.....Page 43

Chapter 19 – Indemnification.....Page 44

Appendix A – Definitions.....Page 45

Appendix B – Expired Continuing Resolutions.....Page 46

A Word of Explanation

- **Sections Marked with an Asterisk:** Sections of this constitution marked by an asterisk [*] are required according to the ELCA model constitution and must be updated when a congregation amends its governing documents. These sections must be used without alteration or amendment of the text in any manner (*i.e.*, neither additions nor deletions are permissible). This requirement is based on provision 9.52. in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. This provision requires that when a congregation of this church “wishes to amend any provision of its governing documents, the governing documents of that congregation shall be so amended to conform to 9.25.b.” in the churchwide constitution. Provisions in the *Model Constitution for Congregations* identified by an asterisk [*] are those required under ELCA constitutional provision 9.25.b. Those sections marked by an asterisk form the basis of the St. Mark’s Constitution. In addition, there are a couple of sections included in the constitution which do not have an asterisk, but which are, nonetheless, core to St. Mark’s (e.g., C1.01.).

- **Constitutional Provisions:** Constitutional provisions are numbered with two sets of numbers preceded by a “C” - the chapter number, followed by a period, and a two-digit number. A period follows the two-digit number. Thus, the first constitutional provision in Chapter 1 is numbered **C1.01**.

- **Bylaw Provisions:** Bylaw provisions follow constitutional provisions to which they apply, or may encompass an entire chapter. They are not intended to be organized in a separate document at the end of the constitutional provisions. Bylaws are numbered with three sets of numbers, preceded by a “C” - the chapter number, the related constitutional provision number (if applicable), and a two-digit number. There are periods after the chapter number, after the reference to the constitutional provision, and after the bylaw number. Thus, the bylaw relating to classification of members in Chapter 8 is numbered as **C8.02.01**. All bylaws are specific to St. Mark’s and do not have an asterisk next to the “C.” However, no bylaw may conflict with any required asterisked provision found in the ELCA Model Constitution, nor in St. Mark’s Constitution.

Bylaws have been highlighted in green.

- **Continuing Resolutions:** Continuing resolutions are also numbered with three sets of numbers, except that the third set is preceded by a capital letter. Thus, one might be numbered **C13.07.01A16**. The initial numbers “C13.07.01” indicate that the continuing resolution relates to the designated bylaw provision. The final letter and numbers “A16” designate that this is the first continuing resolution “A” and the year that it was adopted, in this example 2016. Continuing resolutions are adopted and amended in accordance with Chapter 18. Unlike constitutional provisions and bylaws, which are adopted by the congregation at a legally called and conducted meeting, continuing resolutions may be adopted either by a congregational meeting or by the Congregation Council. They usually have a lifespan of less than 12 months and will typically expire at the end of our fiscal (calendar) year.

There is currently a single continuing resolution proposed that would run through 2017; it is highlighted in yellow.

***PREAMBLE**

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

Chapter 1.

NAME AND INCORPORATION

- C1.01.** The name of this congregation is "SAINT MARK'S EVANGELICAL LUTHERAN CHURCH OF JACKSONVILLE, FLORIDA, INC.," hereinafter referred to as St. Mark's Evangelical Lutheran Church, St. Mark's Lutheran Church or St. Mark's.
- C1.02.** For the purpose of this constitution and the accompanying bylaws, the SAINT MARK'S EVANGELICAL LUTHERAN CHURCH OF JACKSONVILLE, FLORIDA, INC., congregation is hereinafter designated as "this congregation."
- C1.11.** This congregation is incorporated under the laws of the State of Florida.
- C1.12.** The seal of this congregation presents the name of the congregation in a circle with the original year of incorporation, that is to say 1938, in the center and the word "SEAL" above the year in the center.

Chapter 2.

CONFESSION OF FAITH

- *C2.01.** This congregation confesses the Triune God, Father, Son and Holy Spirit.
- *C2.02.** This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
- a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
 - b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
 - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ.

Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.

- *C2.03. This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith and life.
- *C2.04. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- *C2.05. This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.
- *C2.06. This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- *C2.07. This congregation confesses the Gospel, recorded in the Holy 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 3.

NATURE OF THE CHURCH

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

three expressions: congregations, synods, and the churchwide organization. The name Evangelical Lutheran Church in America is also the name of the corporation of the churchwide organization to which specific references may be made herein.

Chapter 4.

STATEMENT OF PURPOSE

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

- c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
- d. Teach the Word of God.
- e. Witness to the reconciling Word of God in Christ, reaching out to all people.
- f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
- g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.
- h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
- i. Foster and participate in ecumenical relationships consistent with church-wide policy.

***C4.04.** This congregation shall develop an organizational structure to be described in the bylaws. The Congregational Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational groups and shall review their actions. [Such descriptions shall be contained in continuing resolutions in the section on Congregation Committees.]

***C4.05.** This congregation shall, from time to time, adopt a mission statement which will provide specific direction for its programs.

C4.05.01. St. Mark's mission statement states: "We invite all people to our church home to celebrate God's many gifts. Nourished by Christ Jesus and led by the Holy Spirit we send enthusiastic servants to proclaim the hope and joy in Christ."

C4.05.02. Ministry Organization

a. Invite Ministry - The Invite Ministry assists the pastor(s) in planning, implementing, and overseeing all evangelistic ministries of this congregation. Specific responsibilities include: coordination and training of ushers, greeters, element presenters and drivers; new member orientation; publicity and advertising of church events; and the guest register, with follow-up contact of worship guests.

b. Celebrate Ministry – The Celebrate Ministry assists the pastoral and music staff in planning, implementing and overseeing all worship ministries of this congregation, ensuring that they are conducted in accordance with the confession and practice of the Evangelical Lutheran Church in America. Additional responsibilities include: care of instruments; coordinating flowers and altar care; overseeing the Celebrate budget, as well as all accounts in the Capital Funds,

Designated Gifts and Special Activity accounts that relate to worship or music; and to assist in securing supply pastors in the event the pastor is absent (in an emergency situation, Celebrate will assume this responsibility; pastor(s) will provide resource list).

- c. **Nourish Ministry** – The Nourish Ministry coordinates and supports activities and events that cultivate and develop the faith of St. Mark's. These include: faith formation activities for individuals and families, education involving church milestones, with recognition and celebration of these events; programming responsibilities include Baptism, First Communion, confirmation instruction, Sunday school, youth group, Vacation Bible School, nursery care on Sunday mornings, teacher training, and other educational opportunities for the congregation. The Nourish chair acts as liaison to the preschool and attends Ark Board meetings to ensure the preschool is included in planning of events and activities.
- d. **Send Ministry** - The Send Ministry assists the congregation in proclaiming the compassion of Christ to the needs of a hurting world. Send Ministry projects may include: medical education at St Mark's; food outreach programs; Lutheran Social Services of Northeast Florida (LSS); blood drives, Synod and churchwide benevolence; and other projects designed to assist people in need.
- e. Specific descriptions and structures of congregational committees are included in the St. Mark's Policies and Procedures.

***C4.06.** References herein to the nature of the relationship between the three expressions of this church—congregations, synods, and the churchwide organization—as being interdependent or as being in a partnership relationship describe the mutual responsibility of these expressions in God's mission and the fulfillment of the purposes of this church as described in this chapter, and do not imply or describe the creation of partnerships, co-ventures, agencies, or other legal relationships recognized in civil law.

Chapter 5.

POWERS OF THE CONGREGATION

- *C5.01. The powers of this congregation are those necessary to fulfill its purpose.
- *C5.02. The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution, bylaws and continuing resolutions.
- *C5.03. Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:
 - a. Call a pastor as provided in Chapter 9;

- b. Terminate the call of a pastor as provided in Chapter 9;
- c. Call a minister of Word and Service;
- d. Terminate the call of a minister of Word and Service in conformity with the constitution of the Evangelical Lutheran Church in America;
- e. Adopt amendments to the constitution, as provided in Chapter 16, amendments to the bylaws, as specified in Chapter 17, and continuing resolutions, as provided in Chapter 18.
- f. Approve the annual budget;
- g. Acquire real and personal property by gift, devise, purchase, or other lawful means;
- h. Hold title to and use its property for any and all activities consistent with its purpose;
- i. Sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
- j. Elect its Congregation Council and require the members of the council to carry out their duties in accordance with the constitution, bylaws and continuing resolutions; and
- k. Terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.

***C5.04.** This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the Florida-Bahamas Synod of the Evangelical Lutheran Church in America.

Chapter 6.

CHURCH AFFILIATION

***C6.01.** This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Florida-Bahamas Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.

***C6.02.** The congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.

- *C6.03.** This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
- a. The congregation agrees to be responsible for its life as a Christian community.
 - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
 - c. This congregation agrees to call pastoral leadership from the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod. These special circumstances are limited either to calling a candidate approved for the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or to contracting for pastoral services with a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion.
 - d. This congregation agrees to consider ministers of Word and Service for call to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
 - e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.
- *C6.04.** Affiliation with the Evangelical Lutheran Church in America may be terminated as follows:
- a. This congregation takes action to dissolve.
 - b. This congregation ceases to exist.
 - c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America.
 - d. This congregation follows the procedures outlined in *C6.05.
- *C6.05.** This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:
- a. A resolution indicating the intent to terminate its relationship must be adopted at a legally called and conducted special meeting of the congregation by a two-thirds vote of the voting members present. Such meeting may be held no sooner than 30 days after written notice of the meeting is received by the bishop of the synod, during which time the congregation shall consult with the bishop and the bishop's designees, if any. The times and manner of the consultation shall be determined by the

bishop in consultation with the Congregation Council. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.

- b. The secretary of the congregation shall submit a copy of the resolution to the bishop, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, and shall mail a copy of the resolution to voting members of the congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
- c. The bishop of the synod and the congregation shall continue in consultation, as specified in paragraph a. above, during a period of at least 90 days after receipt by the synod of the notice as specified in paragraph b. above.
- d. If the congregation, after such consultation, still seeks to terminate its relationship, such action may be taken at a legally called and conducted special meeting by a two-thirds vote of the voting members present. Notice of the meeting shall be mailed to all voting members and to the bishop at least 10 days in advance of the meeting. Unless he or she is a voting member of the congregation, the bishop and the bishop's designees, if any, shall have voice but not vote at the meeting.
- e. A copy of the resolution, attesting that the special meeting was legally called and conducted and certifying the outcome of the vote, shall be sent to the bishop within 10 days after the resolution has been adopted, at which time the relationship between the congregation and this church shall be terminated subject to paragraphs g., h., and i. below. Unless this notification to the bishop also certifies that the congregation has voted by a two-thirds vote to affiliate with another Lutheran denomination, the congregation will be conclusively presumed to be an independent or non-Lutheran church.
- f. Notice of termination shall be forwarded by the bishop to the secretary of the ELCA, who shall report the termination to the Churchwide Assembly.
- g. This congregation shall abide by these covenants by and among the three expressions of this church:
 - 1) Congregations seeking to terminate their relationship with this church which fail or refuse to comply with each of the foregoing provisions in *C6.05., shall be required to receive Synod Council approval before terminating their membership in this church.
 - 2) Congregations which had been members of the Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05., to receive synodical approval before terminating their membership in this church.
 - 3) Congregations established by the Evangelical Lutheran Church in America shall be required, in addition to complying with the foregoing provisions in *C6.05, to satisfy all financial obligations to this church

and receive Synod Council approval before terminating their membership in this church.

h. If this congregation fails to achieve the required two-thirds vote of voting members present at the congregation's first meeting as specified in paragraph a. above, another special meeting to consider termination of relationship with this church may be called no sooner than six months after that first meeting. If this congregation fails to achieve the required two-thirds vote of voting members present at the congregation's second meeting as specified in paragraph d. above, another attempt to consider termination of relationship with this church must follow all requirements of *C6.05. and may begin no sooner than six months after that second meeting.

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

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

Chapter 7.

PROPERTY OWNERSHIP

***C7.01.** If this congregation ceases to exist, title to undisposed property shall pass to the Florida-Bahamas Synod of the Evangelical Lutheran Church in America.

***C7.02.** If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.

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

***C7.04.** If two-thirds of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body, and have followed the process for termination of relationship in *C6.05., title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in

which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

C7.05. Notwithstanding the provisions of *C7.02. and *C.7.03. above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision 9.71.a. of the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this congregation accepts such restrictions and:

- a. Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.
- b. Shall, upon written demand by the Synod Council, pursuant to †S13.23. of the constitution of the Florida Bahamas Synod, reconvey and transfer all right, title, and interest in the property to the synod.

Chapter 8.

MEMBERSHIP

***C8.01.** Members of this congregation shall be those baptized persons on the roll of this congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.

***C8.02.** Members shall be classified as follows:

- a. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. **Confirmed** members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. **Voting** members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and shall have made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation as well as the other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.

- d. **Associate** members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. These individuals have all the privileges and duties of membership except voting rights or other rights and privileges ascribed to voting members by the provisions of this constitution and its bylaws.
- e. **Seasonal** members are voting members of other ELCA congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, including exercising limited voting rights in this congregation. The Congregation Council may grant seasonal membership to such persons provided that this congregation is a member of a synod where the Synod Council has approved seasonal member voting on its territory. Such seasonal members shall have all the privileges and duties of voting members except that:
 - 1) They shall not be eligible for elected office in, or for membership on the Congregation Council, or on a call committee of this congregation;
 - 2) They shall not have the right to vote on any matter concerning or affecting the call or termination of call of any minister of this congregation;
 - 3) They shall not have the right to vote on any matter concerning or affecting the affiliation of this congregation with the ELCA;
 - 4) They shall not be eligible to serve as voting members from this congregation of the Synod Assembly or the Churchwide Assembly;
 - 5) They shall not, even if otherwise permitted by this congregation, vote by proxy or by absentee ballot; and
 - 6) They shall not, within any two calendar month period, exercise voting rights in this congregation and in the congregation where they remain voting members.

C8.02.01. "Inactivity" shall be defined as failure to maintain status as a voting member of the Congregation. Such members may regain active voting status at any time by communing and making a contribution of record.

***C8.03.** All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council.

***C8.04.** It shall be the privilege and duty of members of this congregation to:

- a. Make regular use of the means of grace, both Word and sacraments;
- b. Live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and
- c. Support the work of this congregation, synod, and the church-wide organization of the Evangelical Lutheran Church in America through

contributions of their time, abilities, and financial support as biblical stewards.

- *C8.05.** Membership in this congregation shall be terminated by any of the following:
- a. Death;
 - b. Resignation;
 - c. Transfer or release;
 - d. Disciplinary action in accordance with ELCA constitutional provision 20.41 and the accompanying bylaws;
 - e. Removal from the roll due to inactivity in accordance with the provisions of this constitution and its bylaws.

Such persons who have been removed from the roll of members shall remain persons for whom the church has a continuing pastoral concern.

Chapter 9.

THE PASTOR

- *C9.01.** Authority to call a Pastor shall be in this congregation by at least a two-thirds vote of the members present and voting in a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.
- *C9.02.** Only a member of the roster of Ministers of Word and Sacrament of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Sacrament who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.
- *C9.03.** Consistent with the faith and practice of the Evangelical Lutheran Church in America,
- a. Every minister of Word and Sacrament shall:
 - 1) Preach the Word;
 - 2) Administer the sacraments;
 - 3) Conduct public worship;
 - 4) Provide pastoral care; and
 - 5) Seek out and encourage qualified persons to prepare for the ministry of the Gospel;

- 6) Impart knowledge of this church and its wider ministry through distribution of its communications and publications;
 - 7) Witness to the Kingdom of God in the community, in the nation, and abroad; and
 - 8) Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
- b. Each pastor with a congregational call shall, within the congregation:
- 1) Offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
 - 2) Relate to all schools and organizations of this congregation;
 - 3) Install regularly elected members of the Congregation Council;
 - 4) With the council, administer discipline.
 - 5) Endeavor to increase the support given by the congregation to the work of the ELCA churchwide organization and of the Florida-Bahamas Synod of the ELCA.

***C9.04.** The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested by the bishop of the synod.

C9.04.01. The letter of call will reflect an expectation that the pastor will uphold duties described in this constitution and bylaws, as well as the St. Mark's Policies and Procedures.

- *C9.05.** The provisions for termination of the mutual relationship between a minister of Word and Sacrament and this congregation shall be as follows:
- a. The call of this congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which shall be terminated only by death or, following consultation with the synodical bishop, for the following reasons:
 - 1) Mutual agreement to terminate the call or the completion of a call for a specific term of years;
 - 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 the congregation in view of local conditions;
 - 4) Physical disability, or mental incapacity of the pastor;

- 5) Suspension of the pastor through discipline for more than three months;
 - 6) Resignation or removal of the pastor from the roster of Ministers of Word and Sacrament of this church;
 - 7) Termination of the relationship between this church and 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 physical disability or mental incapacity of the pastor under paragraph a.4) above, or ineffective conduct of the pastoral office under paragraph a.3) above have come to the attention of the bishop of the synod.
- 1) The bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) When such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
- c. The case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the pastor's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the pastorate vacant. Then the pastorate is declared vacant, the Synod Council shall list the pastor on the roster of Ministers of Word and Sacrament as disabled. Upon removal of the disability and restoration of the pastor to health, the bishop shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of 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. The recommendation 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 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 paragraphs c or d above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws and continuing resolutions.

***C9.06.** At a time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.

***C9.07.** During the period of service, the interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any rostered minister providing assistance shall refrain from exerting influence in the -selection of a pastor. Unless previously agreed upon by the Synod Council, an interim pastor is not available for a regular call to the congregation served.

***C9.08.** This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.

***C9.09.** When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultation involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

***C9.11.** With the approval of the bishop of the synod, the congregation may depart from *C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the provisions of *C9.05.a.

***C9.12.** The pastor of this congregation:

- a. Shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
- b. Shall submit a summary of such statistics annually to the synod; and
- c. Shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.

C9.12.01. The pastor oversees the conduct and day-to-day operations of the support staff. Annual evaluations of personnel are conducted by the pastor and the Executive Committee.

C9.12.02. The pastor will be responsible for securing supply pastors in the event of his or her absence. In an emergency situation, the Celebrate Committee will assume this responsibility; pastor(s) will provide a resource list.

***C9.13.** The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

***C9.14.** The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.

C9.15.01. Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, a minister of Word and Sacrament of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily under contract as pastor of this congregation under a contract between the congregation and the pastor in a form proposed by the synodical bishop and approved by the congregation.

***C9.21.** Authority to call a minister of Word and Service shall be in this congregation by at least a two-thirds vote of voting members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.

***C9.22.** Only a member of the roster of Ministers of Word and Service of the Evangelical Lutheran Church in America or a candidate for the roster of Ministers of Word and Service who has been recommended for this congregation by the synodical bishop may be called as a deacon of this congregation.

***C9.23.** Consistent with the faith and practice of the Evangelical Lutheran Church in America, every minister of Word and Service shall:

- a. Be rooted in the Word of God, for proclamation and service;
- b. Advocate a prophetic, diakonia that commits itself to risk-taking and innovative service on the frontiers of the Church's outreach, giving particular attention to the suffering places in God's world;
- c. Speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world, witnessing to the realm of God in the community, the nation, and abroad;
- d. Equip the baptized for ministry in God's world that affirms the gifts of all people;
- e. Encourage mutual relationships that invite participation and accompaniment of others in God's mission;
- f. Practice stewardship that respects God's gift of time, talents, and resources;
- g. Be grounded in a gathered community for ongoing diaconal formation;
- i. Identify and encourage qualified persons to prepare for ministry of the gospel;

***C9.24.** The specific duties of the deacon, compensation, and other matters pertaining to the service of the deacon shall be included in a letter of call, which shall be attested by the bishop of the synod.

***C9.25.** The provisions for termination of the mutual relationship between a minister of Word and Service and a congregation shall be as follows:

- a. The call of a congregation, when accepted by a deacon, shall constitute a continuing mutual relationship and commitment, which shall be terminated only by death or, following consultation with the synodical bishop, for the following reasons:
 - 1) Mutual agreement to terminate the call or the completion of a call for a specific term;
 - 2) Resignation of the deacon, which shall become effective, unless otherwise agreed, no later than 30 days after the date on which it was submitted;
 - 3) Inability to conduct the ministry of Word and Service effectively in this congregation in view of local conditions;
 - 4) Physical disability or mental incapacity of the deacon;

- 5) Suspension of the deacon through discipline for more than three months;
 - 6) Resignation or removal of the deacon from the roster of Ministers of Word and Service of this church;
 - 7) Termination of the relationship between this church and this congregation;
 - 8) Dissolution of this congregation or the termination of a parish arrangement; or
 - 9) Suspension of this congregation through discipline for more than six months.
- b. When allegations of physical disability or mental incapacity of the deacon under paragraph a.4) above, or ineffective conduct of the office of minister of Word and Service under paragraph a.3) above, have come to the attention of the bishop of this synod,
- 1) The bishop in his or her sole discretion may investigate such conditions personally together with a committee of two rostered ministers and one layperson, or
 - 2) When such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one third of the voting members of this congregation, the bishop personally shall investigate such conditions together with a committee of two rostered ministers and one layperson.
- c. In case of alleged physical disability or mental incapacity under paragraph a.4) above, the bishop's committee shall obtain and document competent medical opinion concerning the deacon's condition. When a disability or incapacity is evident to the committee, the bishop of this synod may declare the position vacant. When the position is declared vacant, the Synod council shall list the deacon on the roster of Ministers of Word and Service as disabled. Upon removal of the disability and the restoration of the deacon to health, the bishop shall take steps to enable the deacon to resume the ministry, either in the congregation last served or in another appropriate call.
- d. In the case of alleged local difficulties that imperil the effective functioning of this of this congregation under paragraph a.3) above, the bishop's committee shall endeavor to hear from all concerned persons, after which the bishop together with the committee shall present their recommendations first to the deacon and then to this congregation. The recommendations of the bishop's committee must address whether the deacon's call should come to an end and, if so, may suggest appropriate severance arrangement. The committee may also propose other actions that should be undertaken by this congregation and by the deacon, if

appropriate. If the deacon and congregation agree to carry out such recommendations, no further action need be taken by the synod.

- e. If either party fails to assent to the recommendations of bishop's committee concerning the deacon's call, this congregation may dismiss the deacon only at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority 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 simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- f. If, in the course of proceedings described in paragraph c. or paragraph d. above, the bishop's committee concludes that there may be grounds for discipline, the committee shall make recommendations concerning disciplinary action in accordance with the provisions of this church's constitution, bylaws and continuing resolutions.

***C9.26.** The deacon shall make satisfactory settlement of all financial obligations to a former congregation before:

- a. Installation in another field of labor, or
- b. The issuance of a certificate of dismissal or transfer.

***C9.27.** When a deacon is called to serve in company with another rostered minister or other rostered ministers, the privileges and responsibilities of each rostered minister shall be specified in documents to accompany the call and to be drafted in consultation involving the rostered ministers, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through a similar consultation.

***C9.28.** With the approval of the bishop of the synod, this congregation may depart from *C9.25.a. and call a deacon for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the deacon and representatives of this congregation for a review of the call. Such a call may also be terminated before the expiration in accordance with the provisions of *C9.25.a.

***C9.29.** The deacon shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the deacons shall hold membership in one of the congregations.

***C9.31.** The deacon(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

Chapter 10

CONGREGATION MEETING

- C10.01.01.** The regular annual Congregation Meeting will be held in December on a date designated by the Congregation Council.
- C10.02.01.** A special Congregation Meeting may be requested by the pastor, or called by the Congregation Council, or by the president of the congregation upon the written request of twenty-five percent of the voting members. The president of the Congregation Council will also call a special meeting upon request of the synodical bishop. The call for each special meeting will specify the purpose of that meeting and no other business will be transacted.
- C10.03.01.** Notice of all meetings of this congregation will be given at the service of worship on the preceding two consecutive Sundays and by mail or electronic means, or a combination of both, as permitted by state law, to all voting members at least 10 days in advance of the date of the meeting.
- C10.04.01.** Fifty voting members or ten percent of the voting membership (whichever is less) will constitute a quorum.
- C10.05.01.** Voting by proxy or by absentee ballot will not be permitted.
- C10.06.01.** All actions approved by the congregation will be by majority vote of those members present and voting, except as otherwise provided in this constitution, bylaws or by state law.
- C10.07.01.** Robert's Rules of Order, latest edition, will govern the parliamentary procedure of all meetings of this congregation.

Chapter 11

OFFICERS

- C11.01.01.** The officers of this congregation will include a president, vice president, secretary, and treasurer. In addition, there will be a position of financial secretary, although this position is not considered one of the four primary officer positions making up the Executive Committee.
- a. Duties of the officers are specified in these bylaws.
 - b. The officers must be voting members of the congregation.
 - c. Officers of the Congregation Council (primary four) will serve in similar offices for the congregation. The financial secretary is not an officer of the Congregation Council, but is an officer of the congregation. The treasurer's responsibilities may be supported by a bookkeeper position, if deemed necessary by council; as this is not an elected officer of the congregation, position duties are outlined in policies and procedures.
 - d. The Congregation Council elects the four primary officers from the elected

membership of the Congregation Council. This will include president, vice president, secretary and treasurer.

- e. The Executive Committee consists of the president, vice president, secretary, treasurer and pastor.

C11.01.02. Duties of Officers:

a. The President will:

- 1) Preside at all meetings of the congregation, Executive Committee and Congregation Council.
- 2) Call special meetings of the congregation, Executive Committee or Congregation Council.
- 3) Direct meetings according to parliamentary rules of order, assisting in discernment of God's will.
- 4) Draft agendas for meetings of the Congregation Council and congregation meetings for approval by the Executive Committee.
- 5) Serve as the Congregation's representative to the First Coast Conference of the Florida-Bahamas Synod.
- 6) Encourage/support each council member to perform his or her duty according to good order and Christian principles.
- 7) Represent the congregation in matters of business and sign/countersign all legal documents.
- 8) Uphold the constitution and bylaws of St. Mark's and ensure policies and procedures are being followed.
- 9) Prepare a comprehensive annual report for the congregation.
- 10) Assist in problem-solving as needed.
- 11) Be administratively responsible for the operation of all parts of the congregation's program.
- 12) Work to ensure that all committees and boards are functioning properly; delegate activities to Executive Committee members and other council members to assist as necessary.
- 13) Recognize and seek synod advice and assistance in managing congregational matters beyond the council's expertise.
- 14) Ensure congregational participation at synod assemblies.
- 15) Ensure congregational processes and procedures are documented.

- 16) Serve as official signatory on any documents pertaining to memorials or gifts to St. Mark's.
 - 17) During a pastoral vacancy, serve as liaison between the congregation and the designated interim pastor, as well as the synod.
 - 18) During a pastoral vacancy, work with the synod regarding necessary administrative submissions.
- b. The Vice President will:
- 1) Preside at meetings of the Executive Committee, Congregation Council, and congregation in the absence of the president.
 - 2) Assume the duties of the president in the event of the president's resignation or incapacity.
 - 3) Serve as liaison member of the St. Mark's Foundation Committee (non-voting).
 - 4) Aid the president in administration of the office.
 - 5) Perform the duties of the recording secretary in his or her absence.
 - 6) Assume other duties as assigned by council.
- c. The Secretary will:
- 1) Record minutes of Congregation Council and congregation meetings and be responsible for the distribution and publication of such minutes for review by the congregation.
 - 2) Be authorized and empowered, in the name of the congregation, to attest instruments that require certified authorized signers and which may also be signed by the congregation president or pastor (i.e., additional or alternative signatory).
 - 3) Prepare official correspondence as directed by the Congregation Council.
 - 4) Maintain the St. Mark's Constitution and Bylaws, ensuring they are current as required by the ELCA and updated/distributed as required when there are changes or updates.
 - 5) Maintain the St. Mark's Policies and Procedures, ensuring they are current and updated/distributed when there are changes or updates.
 - 6) Work with the pastor and congregation's staff, if any, to ensure the storage and protection of all important documents and papers.
 - 7) File annual reports of the congregation's corporate status with the State of Florida.

- 8) Work with the pastor and treasurer to ensure timely filing of the congregation's annual parochial report.
- 9) Sign the letter of call for rostered staff at the time of a call meeting.
- 10) Submit copies of constitution and bylaws to the synod.
- 11) Prepare an annual list of membership changes.
- 12) Prepare correspondence on behalf of the Congregation Council and the congregation as directed.

d. The Treasurer will:

- 1) Serve as financial officer of the congregation, and liaison to the Finance and Stewardship Committees (if applicable; stewardship duties may be served by the treasurer).
- 2) Direct and assist the Congregation Council in the preparation of an annual proposed spending authorization (budget), ensure that the budget is published in a timely manner, and present the proposed budget to the congregation for approval at the annual meeting.
- 3) Provide oversight of the Financial Secretary's duties and processes, ensuring those activities coordinate with the Finance Committee.
- 4) Be responsible for paying all bills, invoices and charges.
- 5) Perform or oversee all of the bookkeeping functions.
- 6) Prepare the monthly financial reports for the Congregation Council.
- 7) File all of the required federal and state tax forms.
- 8) Monitor the cash position of the congregation and report monthly to the Finance Committee chair and Congregation Council.
- 9) Invest available funds as directed by council.
- 10) Borrow funds as directed by council.
- 11) Provide the congregation with financial information.
- 12) Maintain, develop and improve the reporting and monitoring techniques used to communicate the financial status of the congregation.
- 13) Prepare the annual report of the financial status of the congregation.
- 14) Assist with closing the books for an annual review.

e. The Financial Secretary will:

- 1) Oversee the counting of the offerings.
- 2) Oversee creating and depositing of receipts.
- 3) Train individuals who count the offerings.
- 4) Report to the treasurer the total offerings each week and any special purpose breakdowns.
- 5) Record contributions to the individual contribution records.
- 6) Report on levels of giving to the council and congregation.
- 7) Provide quarterly and annual statements to the contributors for tax reporting.

C11.02.01. The officers will be elected by the Congregation Council by written ballot and will serve for one year. The term will begin on January 1st and end on December 31st.

C11.03.01. No officer will hold more than one office at a time. No elected officer will be eligible to serve more than two consecutive terms in the same office.

Chapter 12

CONGREGATION COUNCIL

- C12.01.01.** Any voting member of the congregation may be elected to the Congregation Council, which will include a minimum of eight members of the congregation (maximum of twelve), plus the pastor(s).
- a. If interested in being a member of council, voting members of the congregation may submit a biography to any current member of the Congregation Council not later than December 1st of any given year. Biographies will be posted in the Narthex for congregation review and the congregation member's name will be added to the ballot for voting at the annual meeting.
 - b. A member's place on the Congregation Council will be declared vacant if the member either ceases to be a voting member of this congregation or is absent from three successive regular meetings of the Congregation Council without cause. Consistent with the laws of the State of Florida, the congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.
 - c. Spouses or domestic partners or family members living in the same household may not serve jointly on St. Mark's Congregation Council.
 - d. If there are sufficient candidates, council members may not serve concurrently on the board for St. Mark's Ark, nor as a member of the Foundation Trustee Committee. If there are not sufficient candidates by

December 1st, a voting member of St. Mark's may serve on a maximum of two boards concurrently, but may hold no more than one officer position at a time. The need for candidates will be considered on a year by year basis. Once elected, however, the full term or terms may be served.

- C12.02.01.** The members of the Congregation Council, except the pastor(s), will be elected by written ballot at the annual congregation meeting to serve for three years. Their tenure will be so arranged that one-third of the terms expire annually. Such members will be eligible to serve one term of three years, and upon completion of that term will be ineligible to serve for a period of one year.
- C12.03.01.** Should a member's place on the Congregation Council be declared vacant, the Congregation Council may elect, by majority vote, a successor until the next annual meeting. This is only required if the council membership has fallen below eight.
- C12.04.01.** The Congregation Council will have general oversight of the life and activities of this congregation and, in particular, its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. Congregation Council will:
- a. Lead this congregation in stating its mission, long-range planning, set goals and priorities, and evaluate its activities in light of its mission and goals.
 - b. Involve all members of this congregation in worship, learning, witness, service and support.
 - c. Oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
 - d. Maintain supportive relationships with the rostered minister(s) and staff and help them annually to evaluate the fulfillment of their calling, appointment, or employment.
 - e. Serve as examples individually and corporately of the style of life and ministry expected of all baptized persons.
 - f. Promote a congregational climate of peace and goodwill and, as differences and conflicts arise, endeavor to foster mutual understanding.
 - g. Emphasize partnership with the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of both the synod and the Evangelical Lutheran Church in America.
 - h. Seek and encourage qualified persons to prepare for the ministry of the Gospel.

- C12.05.01.** The Congregation Council will be responsible for the financial and property matters of this congregation.
- a. The Congregation Council will be the board of directors of this congregation and, as such, will be responsible for maintaining and protecting its property and management of its business and fiscal affairs. It will have the powers and be subject to the obligations that pertain to boards under the laws of the State of Florida, except as otherwise provided herein.
 - b. The Congregation Council will not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a vote of the congregation.
 - c. The Congregation Council may enter into contracts for items not included in the budget, provided funds are available.
 - d. The Congregation Council will prepare an annual budget for adoption by this congregation at its December annual meeting. The fiscal year will coincide with the calendar year. During the fiscal year, the Congregation Council will supervise the expenditure of funds in accordance with the approved budget and may incur obligations up to five percent (5.0%) in excess of total authorized spending net of amounts authorized for church staff, mortgage payments, and insurance payments. Such limit will not apply to expenditure of designated funds when used for the purposes intended.
 - e. The budget will include support of external ministries being carried out by this congregation, the synod benevolence, and the ELCA.
 - f. The Congregation Council will ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations.
 - g. The Congregation Council will be responsible for this congregation's investment and its total insurance program.
- C12.06.01.** The Congregation Council will see that the provisions of this constitution and its bylaws and the continuing resolutions are carried out.
- C12.07.01.** The Congregation Council will provide for an annual review of the membership roll.
- C12.08.01.** The Congregation Council will be responsible for the appointment and supervision of staff of this congregation, and may be in consultation with the Mutual Ministry Committee. Nothing in this provision will be deemed to affect the congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of the ELCA.
- a. The council's employment responsibility will be executed in consultation with the pastor.

- b. While the council maintains its supervisory responsibility, it delegates the day-to-day supervisory authority of Article C12.08.01. to the pastor, with input from the Executive Committee.

C12.09.01. The president will submit a comprehensive annual report to the congregation on behalf of the Congregation Council.

C12.10.01. The Congregation Council will normally meet once a month. Special meetings may be called by the president or the vice president, and will be called by the president at the request of one-half of its members. Notice of each special meeting will be given to all who are entitled to be present. The Congregation Council may also use alternative/remote communication methods (such as telephonic or electronic mail) for the purposes of transacting business between regular meetings, provided that all members are contacted. To the extent permitted by state law, notice of all meetings may be provided electronically.

C12.11.01 A quorum for the transaction of business will consist of a majority of the members of the Congregation Council, including the pastor or interim pastor, except when the pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which will be the only business considered at that meeting. Chronic or repeated absence of the pastor or interim pastor who has refused approval of the agenda of a subsequent regular or special meeting will not preclude action by the Congregation Council, following consultation with the synodical bishop.

C12.12.01. All members of St. Mark's may attend Congregation Council meetings. However, if desiring to speak at a council meeting, a written request must be submitted to the council president at least one week prior to the meeting asking to be included on the agenda, along with an explanation of the reason for the request and a copy of any materials planning to be distributed to council members.

Chapter 13

CONGREGATIONAL COMMITTEES

- C13.01.01.** The Executive Committee consists of the four primary officers of this congregation, in addition to the pastor. The Executive Committee will:
- a. Review the meeting agenda of each regular meeting of the Congregation Council prior to the meeting.
 - b. Act on urgent matters arising between meetings of the Congregation Council. Authorization to proceed must be obtained from a simple majority of the council which may be done in person, electronically, or by phone, as appropriate. The Executive Committee will provide a full report to the Congregation Council at the next regularly scheduled meeting.

- c. Address issues, when specifically authorized by the Congregation Council, where a smaller decision-making group is deemed advisable.
- d. Serve as “personnel committee” – hiring non-rostered personnel, performing annual performance reviews of the pastor, working with the pastor in performing annual review of other staff, and consulting with the Finance Committee in proposing staff salaries and benefits for inclusion in the annual spending authorization.

C13.01.02 Executive Committee meetings are generally open to members of St. Mark’s, but the president or pastor may request a closed meeting, in exceptional circumstances, if it is deemed necessary.

C13.02.01. A Mutual Ministry Committee will be selected jointly by the president and the rostered minister with the appointments ratified by the Congregation Council. There will be a minimum of three (3), maximum of six (6) members of the committee with the term of office being three years. Terms will be staggered to provide ongoing continuity as members of the committee change. Members will be eligible to serve one term of three years, and upon completion of that term will be ineligible to serve for a period of one year. Spouses or domestic partners or family members living in the same household may not serve jointly on the Mutual Ministry Committee. Committee members may not serve concurrently on the Congregation Council, the Board for St. Mark’s Ark or as a Trustee for St. Mark’s Foundation.

- a. The purpose of the Mutual Ministry Committee will be to affirm and strengthen the mission of the congregation and the ministry of the staff.
- b. Key qualities of committee members should include:
 - 1) Ability to keep confidences.
 - 2) Sensitivity to the feelings of others.
 - 3) Ability to speak candidly but with care.
 - 4) Non-anxious presence with objectivity.

C13.02.02. In the absence of a Mutual Ministry Committee, the duties will be fulfilled by the Executive Committee.

C13.03.01. On a monthly basis, the Finance Committee will perform ongoing financial reviews as outlined in the St. Mark’s Policies and Procedures. This will ensure appropriate management of inflows and outflows of funds are properly tracked and recorded.

C13.04.01. When a pastoral vacancy occurs, a Call Committee of six (6) voting members will be elected by the Congregation Council. Term of office will terminate upon installation of the newly called pastor.

- C13.05.01.** Other congregational committees may be formed as the need arises, by decision of the Congregation Council.
- C13.06.01.** Duties of other committees of this congregation will be specified in the St. Mark's Policies and Procedures.
- C13.07.01.** The pastor of this congregation will be an *ex officio* member of all committees and boards of the congregation.

Chapter 14

ORGANIZATIONS WITHIN THE CONGREGATION

- C14.01.01.** All organizations within this congregation exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation, at its meeting, will determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.
- C14.02.01.** Saint Mark's Evangelical Lutheran Church of Jacksonville, Florida, Foundation, established by the congregation in 1985, has its purpose, governance, and operations defined in this bylaw. It will hereafter be referred to as St. Mark's Foundation or the Foundation.
- a. The purpose of this Foundation is to enhance the mission outreach of the congregation, apart from its general operating budget.
 - b. The Foundation Committee will be the custodian of the Foundation. The Committee will maintain a financial account for its corpus that is separate from regular congregation financial accounts.
 - c. The Committee
 - 1) The committee will consist of five trustees.
 - 2) The term of each trustee will be five (5) years. Terms will be staggered so that the term of one trustee expires each year.
 - 3) If interested in being a Foundation Trustee, voting members of the congregation may submit a biography to any current member of the Congregation Council not later than December 1st of any given year. Biographies will be posted in the Narthex for congregation review and the congregation member's name will be added to the ballot for voting at the annual meeting.
 - 4) At each Annual Meeting of the congregation, one trustee will be elected to replace the trustee whose term is expiring.
 - 5) Trustees will be eligible to serve one term of five years and, upon completion of that term, will be ineligible to serve for a period of one

year. Spouses or domestic partners or family members living in the same household may not serve jointly on the Foundation Committee.

- 6) If there are sufficient candidates, Committee Trustees may not serve concurrently on the Board for St. Mark's Ark, nor as a member of the Congregation Council. If there are not sufficient candidates by December 1st, a voting member of St. Mark's may serve on a maximum of two boards concurrently, but may hold no more than one officer position at a time. The need for candidates will be considered on a year by year basis. Once elected, however, the full term or terms may be served.
 - 7) In the event of a vacancy on the Foundation Committee, the Congregation Council will appoint a trustee to fill the vacancy until the next annual meeting of the congregation, at which time the congregation will elect a trustee to fulfill the term of the vacancy.
 - 8) The pastor and the vice president of the Congregation Council will be advisory non-voting members of the Foundation Committee. The committee will meet at least semi-annually, or as needed, to review grant requests and other business that may come before the committee.
 - 9) A quorum will consist of three (3) trustees. A quorum being present, a simple majority is required to carry a motion.
 - 10) The committee will elect a chair. The Chair may serve no more than two years consecutively. The Chair will:
 - a) Preside at all meetings of the committee; in the absence of the chair, the quorum present will elect a presiding chair for that meeting.
 - b) Ensure accurate minutes are recorded of all meetings of the committee and supply a copy thereof to each member of the committee, as well as to the Congregation Council via the Council Secretary, who will be responsible for forwarding the minutes to members of the Congregation Council.
- d. Accounts - The committee will provide a written report of the administration and transactions of the Foundation for each calendar year to the Congregation Council by January 31st of the following year for inclusion in the annual report to the congregation.
- e. Operations
- 1) The committee may request other members of the congregation to serve as advisory members and, at the expense of Saint Mark's Foundation income, may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the Foundation.

- 2) Upon acceptance of a trusteeship, a trustee shall act to administer the assets of the Foundation in good faith, in accordance with this Constitution and the purpose of the Foundation. A trustee shall be held to a fiduciary duty and shall administer the assets of the Foundation as a prudent person would, by considering the purposes, terms, distribution requirements, and other circumstances.
- 3) No trustee will engage in any self-dealing or transactions with the foundation in which the trustee has direct or indirect financial interest and will at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the Foundation.
- 4) All assets are to be held in the name of Saint Mark's Evangelical Lutheran Church of Jacksonville, Florida, Inc.
- 5) Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the Foundation, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the committee, with subsequent execution delegated to one of the trustees.
- 6) Distribution of Income
 - a) The committee will determine what is corpus and what is income according to generally accepted accounting principles.
 - b) Applications for grants from the Foundation income may be submitted at any time to any of the Foundation trustees. See Policies and Procedures for details.
 - c) Income from the Foundation will be distributed throughout the year as warranted and at the discretion of the committee. Specific category allocations are defined in the St Mark's Policies and Procedures. Per C17.05.01., a 2/3rd's vote of council is required to edit the St. Mark's Policies and Procedures. In addition, four out of five (4 out of 5) trustees must agree with council regarding changes in the category allocations for distribution of Foundation income.
 - d) Distribution of income from the Foundation need not occur annually in the event grant requests have not been approved by the committee sufficient to expend available funds; or if, in the judgment of the committee, total annual distribution of income is not recommended. Undistributed income will be carried over for distribution in subsequent years, or may be invested in a St. Mark's Evangelical Lutheran Church Capital Replacement Fund at the discretion of the committee.
 - e) Checks for distribution of income must be signed by two members of the committee as appointed by the committee.

f. Disposition or Transfer of the Foundation.

- 1) In the event the congregation ceases to exist through merger with another congregation, the Foundation will continue to operate under 14.02.01. upon incorporation of 14.02.01. in its entirety in the constitution of the new congregation. Failure of adoption of 14.02.01. as part of the constitution of the new congregation resulting from a merger with St. Mark's will be deemed a dissolution of St. Mark's Foundation for purposes of this clause.
- 2) Upon dissolution of St. Mark's Lutheran Church, the Foundation Committee will take action to set up a separate legal entity and continue to operate the Foundation in accordance with the intent set forth in 14.02.01. If the Foundation Committee deems separate legal entity status is not feasible, the Foundation Committee will dissolve the Foundation by contribution of the Foundation's assets to perpetual scholarship funds for students pursuing courses of study leading to rostered ministry positions at one or more of the following institutions:

Lutheran Theological Southern Seminary
Lenoir-Rhyne University
Newberry College

C14.03.01. Saint Mark's Evangelical Lutheran Church of Jacksonville, Florida, Inc., Ark is a child development and day care center, established by congregational vote, whose purpose, governance, and operational procedures are defined in this bylaw. It will hereafter be referred to as St. Mark's Ark or The Ark.

- a. As an integral component of the congregation, the Ark will support the congregation's overall mission. The specific mission of St. Mark's Ark is to provide all day, year round day care for infants and preschool children, and possible part-time care for school age children, nurturing development in the areas of spiritual, emotional, cognitive, physical and social growth. The Ark is open to all children without regard to race, color, religion or ethnic origin, and encourages enrollment of children from diverse social and economic backgrounds.
- b. Governance - Ark Board
 - 1) St. Mark's Ark will be administered by a board reportable to the Congregation Council.
 - 2) The board will consist of at least six voting members of the congregation and 3-6 additional members who may be parents of children enrolled in the Ark or other interested members of the community. Congregation members who are also parents of children enrolled in St. Mark's Ark may serve as parent members of the board. The pastor is an advisory, non-voting member of the Ark Board.
 - 3) The members of the board who are members of the congregation (including parents of Ark children who are members of St. Mark's) will be elected by written ballot at the annual congregation meeting to serve for five years. Members will be eligible to serve one term of five

years, and upon completion of that term will be ineligible to serve for a period of one year. Terms run January 1st-December 31st.

- 4) If interested in being a member of the board, voting members of the congregation may submit a biography to any current member of the Congregation Council not later than December 1st of any given year. Biographies will be posted in the Narthex for congregation review and the congregation member's name will be added to the ballot for voting at the annual meeting.
- 5) Those interested in serving on the Ark Board who are not members of St. Mark's, should submit their biographies to a current Ark Board member no later than December 1st of any given year. Current Ark Board members will select the non-congregational members of the Ark Board after congregational members have been selected. Non-members terms will also run for five years, and upon completion of that term, will be ineligible to serve for a period of one year. Terms run January 1st-December 31st.
- 6) A member's place on the Ark Board will be declared vacant if the member either ceases to be a voting member of this congregation or is absent from three successive regular meetings of the Ark Board without cause. Consistent with the laws of the State of Florida, the congregation may adopt procedures for the removal of a member of the Ark Board in other circumstances.
- 7) Spouses or domestic partners or family members living in the same household may not serve jointly on St. Mark's Ark Board.
- 8) If there are sufficient candidates, Ark Board members may not serve concurrently on the Foundation Trustee Committee, nor as a member of the Congregation Council. If there are not sufficient candidates by December 1st, a voting member of St. Mark's may serve on a maximum of two boards concurrently, but may hold no more than one officer position at a time. The need for candidates will be considered on a year by year basis. Once elected, however, the full term or terms may be served.
- 9) The Ark Board will meet at least quarterly.
- 10) The Ark Board will establish rules and conventions for its meetings; including the number of votes required for a motion to carry. These will be included in the St. Mark's Policies and Procedures and, as such, are subject to review and approval by the Congregation Council.
- 11) A representative of the Nourish Ministry will serve as congregation liaison to St. Mark's Ark. The congregation liaison may not serve as chair or vice chair, and will have voice but not vote at Ark Board meetings. The absence of the congregation liaison from a meeting of the Ark Board will not prevent the meeting from taking place.
- 12) There will be four officers of the Ark Board – chair, vice chair, secretary and treasurer.

- 13) The Chair of the board must be a voting member of the congregation, will be nominated by the Ark Board and ratified by the Congregation Council. The Chair will:
 - a) Provide notice of and preside at board meetings.
 - b) Uphold the Constitution and Bylaws of St. Mark's and ensure policies and procedures are being followed.
 - c) Prepare an annual report of Ark Board activities for the annual meeting and forward to Congregation Council Vice President, Nourish Committee Chair and the pastor.
 - d) Assist in problem-solving as needed.
 - e) Serve as primary liaison between the Ark and the congregation.
 - f) Provide day-to-day assistance to the Ark on the congregation's behalf.
 - g) Vote at board meetings only in case of a tie.
 - h) Attend St. Mark's Council meetings at least quarterly, and as requested.
- 14) The Vice Chair of the board must be a voting member of the congregation and will be elected by the board. The Vice Chair will:
 - a) Preside at meetings in the absence of the chair.
 - b) Perform the duties of the secretary in his or her absence.
 - c) Assume other duties as assigned by the board.
- 15) The Secretary will be elected by the Ark Board and:
 - a) Maintain complete and accurate minutes of all meetings of the board.
 - b) Supply a copy of minutes to each member of the board.
 - c) Forward a copy of the minutes to the Congregation Council Secretary within five days of Ark Board approval of the minutes.
 - d) Maintain a binder or electronic record of all meeting minutes.
 - e) Serve in the dual role of Associate Director of The Ark, if appropriate; as such, would be a non-voting member of the board.
- 16) The Treasurer will be elected by the board. The Treasurer will:

- a) Oversee the bookkeeping of the Ark.
- b) Balance the books monthly.
- c) Develop an annual budget for the Ark, presenting to the Ark Board for review/adoption and forwarding to the Congregation Council Vice President (as council liaison) for ratification.
- d) Ensure the annual financial review of the Ark occurs per requirements outlined in St. Mark's Policies and Procedures.

c. Operation

- 1) Given the complexity inherent in the operation and finances of St. Mark's Ark, the Congregation Council delegates policy making to The Ark Board with the following provisions:
 - a) The Ark Board may establish policies and procedures for the operation of St. Mark's Ark, provided they do not conflict with the Constitution of St. Mark's, its bylaws, or its continuing resolutions. Specifically, the Ark Board will:
 - i. Establish and receive fees for services and receive donations.
 - ii. Approve an annual budget for Ark income and expenses and oversee accounts.
 - iii. Establish capacity for enrolled children, in line with State of Florida law.
 - iv. Support the mission of St. Mark's Ark.
 - v. Engage employees, set policies for employee management, and establish compensation and disciplinary procedures for employees.
 - b) The Ark Board will provide a copy of the minutes of all meetings to the Congregation Council Secretary within 5 days of the date the minutes are approved by the Ark Board.
 - c) St. Mark's Ark Fair Share Contribution - Each year the St. Mark's Ark will pay an amount to the church to help cover utilities, repairs, maintenance, and other shared expenses required to operate the child care facility and meet all regulations. This amount is based on square footage of the entire St. Mark's facility. The Ark percentage of shared area is estimated at 36.5%. This percentage is applied to those items identified as shared expenses as identified in the St. Mark's Policies and Procedures. In addition to the 2/3rd's vote required by the Congregation Council to make changes to the Policies and Procedures, ten out of twelve (10 out of 12) board members must agree to any changes to the Fair Share expenses and percentage computation.

2) Director

- a) A director will be hired by the Ark Board and will serve as the Chief Operating Officer of St. Mark's Ark. The pastor of the congregation will participate in the interview and hiring process. The Director will:
- i. Maintain an appropriate and nurturing environment for young children.
 - ii. Administer bookkeeping, collection of income, and execute the budget.
 - iii. Manage day-to-day operations of St. Mark's Ark.
 - iv. Develop curriculum.
 - v. Recruit, train, and supervise staff.
 - vi. Enroll students.
 - vii. Ensure all applicable standards of regulatory agencies are met.
 - viii. Fulfill other operational requirements as established by the Ark Board.
- b) The director will attend all meetings of the Ark Board, unless excused, and will have voice but not vote.
- c) The director will attend meetings of the Congregation Council at least quarterly and may have voice but not vote. The Director will submit a monthly written report to the Congregation Council Secretary by the Wednesday prior to each of its regular meetings. The council secretary will be responsible for disseminating the report to council and for ensuring the report is available for review by the congregation.
- d) The director will attend all St. Mark's administrative staff meetings unless excused.
- e) The Ark Board may hire an Assistant Director. The Assistant Director will attend all meetings of the Ark Board, unless excused. The Assistant Director will have voice, but not vote at Ark Board meetings.
- f) The director or assistant director may be terminated for cause at the discretion of the Ark Board or the Congregation Council. Further detail may be found in the St. Mark's Policies and Procedures.

- 3) St. Mark's Ark is permitted to operate using the name "St. Mark's Ark Preschool."

C14.03.01A16 Be it resolved, as the revisions to the board terms are newly adopted as of December 18, 2016, this continuing resolution is adopted to allow time for the Ark Board to determine the rotation of current board members during 2017 to come in line with the board terms as defined in C14.03.01.c.1)-7) by the annual congregation meeting to be held in December of 2017.

C14.04.01. Saint Mark's Columbarium exists for the cremains internment of all members of this congregation as defined in *C8.02. The governance and operational procedures are defined in the St. Mark's Policies and Procedures. The pastor has an advisory role in the management of the columbarium.

C14.05.01. Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council. See Policies and Procedures for specific guidelines.

Chapter 15.

DISCIPLINE OF MEMBERS AND ADJUDICATION

***C15.01.** Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of the congregation, or willful and repeated harassment or defamation of member(s) of the congregation is sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15-17, proceeding through these successive steps, as necessary: a) private counsel and admonition by the pastor, b) censure and admonition by the pastor in the presence of two or three witnesses, c) written referral of the matter by the Congregation Council to the vice president of the synod, who will refer it to a consultation panel drawn from the Consultation Committee of the synod, and d) written referral of the matter by the consultation panel to the Committee on Discipline of the synod. If, for any reason, the pastor is unable to administer the admonitions required by paragraphs a. and b. hereof, those steps may be performed by another pastor chosen by the Executive Committee of the Congregation Council.

***C15.02.** The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If the counseling, censure, and admonitions pursuant to C15.01. do not result in repentance and amendment of life, charges against the accused member(s) that are specific and in writing may be prepared by the Congregation Council, signed, and submitted to the vice president of the synod. The vice president shall select from the synod's Consultation Committee a panel of five members (three lay persons and two ministers of Word and Sacrament). A copy of the written charges shall be provided to the consultation panel and the accused member(s). The consultation panel, after requesting a written reply to the charges from the accused member(s), shall consider the matter

and seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate. The panel's efforts to reach a mutually agreeable resolution shall continue for no more than 45 days after the matter is submitted to it.

- *C15.03.** If the consultation panel fails to resolve the matter, that panel shall refer the case in writing, including the written charges and the accused member's reply, to the Committee on Discipline of the synod for a hearing. A copy of the panel's written referral shall be delivered to the vice president of the synod, the Congregation Council, and the accused member(s) at the same time it is sent to the Committee on Discipline of the synod. The Executive Committee of the Synod Council shall then select six members from the Committee on Discipline to decide the case, and shall appoint a member of the Synod Council to preside as non-voting chair. Those six members plus the nonvoting chair comprise the discipline hearing panel for deciding the case. The Congregation Council and the accused member(s) are the parties to the case.
- *C15.04.** The discipline hearing panel shall commence and conduct the disciplinary hearing in accordance with the provisions governing discipline of congregation members prescribed in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.
- *C15.05.** By the vote of at least two-thirds of the members of the discipline hearing panel who are present and voting, one of the following disciplinary sanctions can be imposed:
- a. Suspension from the privileges of congregation membership for a designated period of time;
 - b. Suspension from the privileges of congregation membership until the pastor and Congregation Council receive evidence, satisfactory to them, of repentance and amendment of life;
 - c. Termination of membership in the congregation; or
 - d. Termination of membership in the congregation and exclusion from the church property and from all congregation activities.
- *C15.06.** The written decision of the discipline hearing panel shall be sent to the vice president of the synod, the accused member(s), and the Congregation Council as required by the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The decision of the discipline hearing panel shall be implemented by the Congregation Council and recorded in the minutes of the next council meeting.
- *C15.07.** No member of the congregation shall be subject to discipline a second time for offenses that a discipline hearing panel has heard previously and decided pursuant to this chapter.
- *C15.10. Adjudication**

***C15.11.** When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

Chapter 16.

AMENDMENTS

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

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

- a. Be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those voting members present and voting;
- b. Be ratified without change at the next annual meeting by a two thirds vote of those voting members present and voting; and
- c. Have the effective date included in the resolution and noted in the constitution.

***C16.03.** Any amendments to this constitution that result from the processes provided in *C16.01. and *C16.02. shall be sent by the secretary of this congregation to the synod. The synod shall notify the congregation of its decision to approve or disapprove the proposed changes; the changes shall go into effect upon notification that the synod has approved them.

***C16.04.** This constitution may be amended to bring any section into conformity with a section or sections, either required or not required, of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* as most recently amended by the Churchwide Assembly. Such amendments may be approved by a majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail or electronic means, or a combination of both,

as permitted by law, notice to the congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of at least two (2) voting members of the congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

Chapter 17.

BYLAWS

- *C17.01. This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- *C17.02. Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting.
- *C17.03. Changes to the bylaws may be proposed by any voting member provided that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify this congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- *C17.04. Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.
- C17.05.01 St. Mark's has established policies and procedures to support this constitution and bylaws. They may be amended at any time by a 2/3rd's vote of the Congregation Council. A voting member of the congregation may propose an amendment to a policy or procedure by presenting the proposed change in writing to any member of the Congregation Council for consideration at the next monthly meeting.

Chapter 18.

CONTINUING RESOLUTIONS

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

Chapter 19.

INDEMNIFICATION

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

APPENDIX A – Definitions

Accounts. Accounts refers to the records of all financial transactions of St. Mark's, St. Mark's Foundation and/or, St, Mark's Foundation.

Ark Board. Ark Board is the governing board of St. Mark's Ark.

Committee. Committee, as it refers to the Foundation, references the Trustees acting corporately.

Congregation. Congregation refers to Saint Mark' Evangelical Lutheran Church, Jacksonville, Florida, Inc.

Congregation Council. Congregation Council is the governing board of the congregation.

Constitution. Constitution is the constitution of the congregation.

Corpus. Corpus is the principal balance of Foundation funds.

Expenses. Expenses are charges or costs incurred in the operation of the church, the Foundation or The Ark.

Foundation. Foundation refers to the Saint Mark's Evangelical Lutheran Church of Jacksonville, Florida, Inc., Foundation, which is a fund comprised of specified donations to the congregation, and to the bylaw, policies and procedures that govern its use.

Grant. Grant is a designated gift of funds from a church committee or ministry (e.g., Send), or from the income of the Foundation to an individual or organization, which may include specific conditions on which the gift is contingent. A grant could also be given by The Ark in the form of a student scholarship.

Income. Income refers to interest and dividends earned as a result of investment of funds of the church, the Foundation's corpus or financial assets of The Ark's. It also refers to funds received by St. Mark's Ark in payment for child care services or as donations.

St. Mark's Ark. St. Mark's Ark is the Child Development and Day Care Center operated by the Congregation.

Synod. Synod refers to the Florida-Bahamas Synod of the Evangelical Lutheran Church in America. If the congregation ceases to be under the episcopal oversight of the Florida-Bahamas Synod of the Evangelical Lutheran Church in America, then the term synod will refer to the episcopate under whose oversight the Congregation is governed.

Trustee. Trustee is a voting member of the Congregation elected or appointed to manage the affairs of the Foundation.

APPENDIX B – Expired Continuing Resolutions

C12.05.A07. Authorization of Continued Spending at a level equal to or less than the 2014 Spending Authorization level (with the exception of any required insurance premium increases).

(Approved February 10, 2015; Expired December 31, 2015)

C12.05.A08. To Pay Synod Benevolence for the balance of 2015 at a rate of 9% of General Operating Receipts for the previous month beginning with the payment of September of 2015”.

(Approved September 28, 2015; Expired December 31, 2015)

Please Note – the above two continuing resolutions were numbered incorrectly. Both should have ended in “15” reflecting the year in which they were adopted – 2015. In addition, constitution and bylaw numbers have now changed.