



**CONSTITUTION**

**Evangelical Lutheran Church in Canada**  
Last amended June, 2009

**CONSTITUTION  
EVANGELICAL LUTHERAN CHURCH IN CANADA**

**Table of Contents**

PREAMBLE	
ARTICLE I	Name and Incorporation
ARTICLE II	Confession of Faith
ARTICLE III	Nature of the Church
ARTICLE IV	Mission of the Church
ARTICLE V	Membership
ARTICLE VI	Congregations
ARTICLE VII	Ordained Ministers
ARTICLE VIII	Diaconal Ministers
ARTICLE IX	Full Communion Provisions
ARTICLE X	Synods
ARTICLE XI	Conventions
ARTICLE XII	National Church Council
ARTICLE XIII	Officers
ARTICLE XIV	Offices
ARTICLE XV	Department of Finance and Administration
ARTICLE XVI	Benefit and Pension Plans
ARTICLE XVII	Auxiliaries, Special Interest Conferences and Recognized Independent Organizations
ARTICLE XVIII	Court of Adjudication
ARTICLE XIX	Administrative Bylaws
ARTICLE XX	Amendments

The Constitution was last amended by the 2009 National Convention (June 27, 2009).

**PREAMBLE**

In the name of the Triune God: Father, Son, and Holy Spirit,  
Amen.

Believing in one holy catholic and apostolic Church,

Remembering the prayer of our Lord Jesus Christ that his  
followers may be one,

Responding to the Holy Spirit as he continues to call and gather the church,

The Evangelical Lutheran Church in Canada hereby resolves to adopt the following constitution to govern our life and witness in our country and throughout the world.

## ARTICLE I

### Name and Incorporation

Section 1. This constitution has been passed pursuant to and is subject to the provisions of the Evangelical Lutheran Church in Canada Act and the corporate bylaws enacted pursuant to that Act.

Section 2. For purposes of this constitution and accompanying administrative bylaws the Evangelical Lutheran Church in Canada is hereby referred to as “this church.”

## ARTICLE II

### Confession of Faith

Section 1. This church confesses the Triune God—Father, Son and Holy Spirit—as the one true God. It proclaims the Father as Creator and Preserver; his Son, Jesus Christ, as Redeemer and Lord; and the Holy Spirit as regenerator and sanctifier.

Section 2. This church confesses that the gospel is the revelation of God’s saving will and grace in Jesus Christ, which he imparts through Word and Sacrament. Through these means of grace the Holy Spirit creates believers and unites them with their Lord and with one another in the fellowship of the Holy Christian Church.

Section 3. This church confesses the Scriptures of the Old and New Testaments as the inspired Word of God, through which God still speaks, and as the only source of the church’s doctrine and the authoritative standard for the faith and life of the church.

Section 4. This church subscribes to the documents of the *Book of Concord of 1580* as witnesses to the way in which the Holy Scriptures have been correctly understood, explained and confessed for the sake of the gospel, namely:

- a. The Apostles’, the Nicene, and the Athanasian Creeds as the chief confessions of the Christian faith;
- b. The unaltered *Augsburg Confession* as its basic formulation of Christian doctrine;
- c. *Luther’s Small Catechism* as a clear summary of Christian doctrine;
- d. The *Apology of the Augsburg Confession*, *Luther’s Large Catechism*, the *Smalcald Articles with the Treatise*, and the *Formula of Concord* as further witnesses to the *Unaltered Augsburg Confession*.

**ARTICLE III Nature****of the Church**

Section 1. Jesus Christ is Lord of the Church. All power belongs to him as its head. All actions of this church are to be carried out under his rule and authority.

Section 2. The Holy Spirit calls, gathers, enlightens and sanctifies the church, which exists both as congregations gathered for worship, witness, education and service, and as an inclusive fellowship which has its own identity and integrity. Congregations find their fulfilment in the universal community of the Church, and the universal Church exists in and through congregations.

Section 3. This church derives its character and its powers both from its congregations and from its inherent nature as part of the Church universal. It regards itself as standing in the historic continuity of the communion of saints and as being an expression of that Christian fellowship in today's world.

**ARTICLE IV Mission****of the Church**

Section 1. The mission of this church, as an expression of the universal Church and as an instrument of the Holy Spirit, is to share the gospel of Jesus Christ with people in Canada and around the world through the proclamation of the Word and the celebration of the sacraments and through service in Christ's name.

Section 2. In seeking to achieve its mission, this church shall:

- a. Receive, establish and maintain congregations in which the gospel is rightly preached and the sacraments rightly administered;
- b. Admit persons to the roster of ministers by ordination or transfer and be responsible for their nurture, support and discipline;
- c. Admit persons to the roster of ministers by consecration or transfer and be responsible for their nurture, support and discipline;
- d. Establish and maintain seminaries for the education and continuing development of rostered ministers and other church leaders;
- e. Establish and maintain, or otherwise recognize and support, schools for the education of its members and others for leadership in church and society;
- f. Establish and maintain, or otherwise recognize and support, institutions and agencies to minister to human need and in the name of Christ;
- g. Study issues in contemporary society in the light of the Word of God and respond publicly to social and moral issues as an advocate for justice and as an agent for reconciliation;
- h. Publish materials for the education and the edification of its own members and others interested in the life of the Lutheran Church;

- i. Develop the worship life of this church, providing or recommending service books and other material for congregational and personal use;
- j. Safeguard the faith and life of its congregations and ordained ministers, deciding all questions relating thereto on the basis of the Word of God and in accordance with its Confession of Faith;
- k. Establish church agencies and create regional synods for the administration of its program;
- l. Strive to unite all Lutherans within Canada in one church;
- m. Have relationships with other Lutheran Church bodies and with other Christian churches for the furtherance of its mission; and
- n. Estimate the financial needs of this church, and solicit and disburse funds for its program.

#### ARTICLE V

##### Membership

Section 1. As provided in the corporate bylaws, the membership of this church consists of member congregations; baptized individuals who are members of a congregation (“baptized members”) shall exercise their privileges and responsibilities through participation in the congregation in which they are members.

Section 2. United in one Lord, one Faith and one Baptism, the members of this church are to be constant in worship and in the study of the Holy Scriptures, regularly nourishing their life in Christ in the Sacrament of the Altar, presenting their children for Holy Baptism and providing for their Christian instruction. They are called by the Spirit to lead godly lives, to promote the unity and welfare of the church in the bond of peace, to proclaim the gospel and to renounce the evil one. The commitment of each baptized member to this call is to be expressed through this church, its synods and its congregations by a life of repentance, faith, prayer and the sharing of resources.

#### ARTICLE VI

##### Congregations

Section 1. A congregation of this church is a worshipping, learning, witnessing and serving community of persons baptized in the Name of the Triune God among whom the Word is proclaimed and the sacraments are administered according to the gospel, the corporate existence of which is recognized by this church.

Section 2. Each congregation shall operate in accordance with its constitution, owning its property, making decisions in regard to its programming, calling its pastor(s) after consulting with the bishop of the synod, and retaining authority in all other matters that have not been committed to the Evangelical Lutheran Church in Canada or its synods in this constitution or by subsequent enactments.

Section 3. After the organization of this church, reception of a congregation shall be by action of the synod on whose territory it is located. Each congregation shall, in its application for reception into this church, agree to abide loyally by the constitution, administrative bylaws and enactments of this church and those of the synod of which it becomes a part.

Section 4. Each congregation of this church shall include in its constitution or bylaws an article which prohibits corporate worship with any organization which practices the forms of religion without confessing faith in the Triune God and in Jesus Christ, the eternal and incarnated Son of God, as our only Saviour.

Section 5. Congregations shall elect the delegates who shall represent them in conventions of the synod.

Section 6. Congregations shall have the right to petition this church and its synods, according to procedures set forth in the administrative bylaws.

Section 7. All proposed changes in the amendable portions of the constitution or incorporation documents of a congregation shall be reported to the bishop of the synod and shall become effective upon approval by the synod council.

Section 8. Each congregation shall include in its constitution a provision that in the event of its disbanding or ceasing to exist all property—real, personal and mixed—not disposed of by it shall vest in the synod to which it belongs, its successors or assigns.

Section 9. A congregation which has ceased to exist or whose membership has so diminished in numbers as to render it impossible or impractical for such congregation to function according to its constitution and bylaws, shall after consultation with any remaining members be deemed by the synod of which it is a part to be defunct. The synod, through the synod council, shall appoint trustees, including where feasible former members of the congregation, who shall take charge and control of the property of said congregation to hold, manage and convey the same on behalf of this synod.

Section 10. A congregation, which desires to sever its relationship with this church, shall make written application to its synod for a proper release. The synod shall grant such request following the process set out in the administrative bylaws of this church.

Section 11. A synod, acting for this church, may exclude a congregation from the membership of this church for proper cause by the disciplinary process prescribed in the administrative bylaws. This action may be appealed to the Court of Adjudication whose decision therein shall be final.

## ARTICLE VII

### Ordained Ministers

Section 1. God has instituted the office of the ordained ministry, that is, the ministry of Word and Sacrament, as a means of creating and nourishing faith within the church.

Section 2. Each synod shall establish a roster of ordained ministers. The administrative bylaws of this church shall define the standards for acceptance into its ordained ministry, and for the admission and continuance of individuals on its roster of ordained ministers in a manner consistent with this article. Each synod shall maintain its roster of ordained ministers in accordance with such standards. Each ordained minister must covenant to abide loyally by the constitution, administrative bylaws and enactments of this church and of the synod.

Section 3. Ordination of candidates and reception of ordained ministers shall be the function of the synods, acting on behalf of this church. Synods shall also have responsibility for recruitment, approval and supervision of all candidates for the ordained ministry. An applicant who is an ordained minister in good standing of a church with which this church has established a mutual recognition of ministers shall upon acceptance of a call within this church be received by a certificate of transfer or equivalent documentation.

Applicants for ordination or for reception from other churches shall appear before the examining committee of the synod, and can be ordained or otherwise admitted only upon recommendation by such committee. The members of the examining committee shall be appointed or elected by the synod.

Section 4. Each ordained minister shall conform in preaching and teaching to the Confession of Faith of this church and shall lead a life befitting the office.

Section 5. No ordained minister shall belong to any organization, which in its documents, rites or practices contradicts the gospel of salvation through faith in Jesus Christ.

Section 6. Subject to the provisions of the administrative bylaws of this church each ordained minister, except those who are retired or disabled, shall be in possession of a call from a congregation, a synod or this church itself.

Section 7. Each ordained minister of this church shall be a member of one of its synods and also, unless this requirement is waived in an exceptional case in accordance with the administrative bylaws, of one of its congregations.

Section 8. The discipline of ordained ministers on a synod's roster shall be the responsibility of the synod and shall be dealt with in the manner set out in the administrative bylaws of this church. A synod shall form a Committee of Discipline whenever necessary. The structure, composition and responsibilities of a Committee of Discipline, and its procedures, shall be as set out in the administrative bylaws of this church. Disciplinary action may be appealed by an ordained minister who has been disciplined to the Court of Adjudication, whose decision therein shall be final (cf. Article XVIII, 9, 10).

#### ARTICLE VIII

##### Diaconal Ministers

Section 1. A synod may admit individuals as diaconal ministers. In doing so the synod shall comply with and administer the provisions of this article and shall maintain a roster of those admitted and continued as diaconal ministers.

Section 2. Consecration of candidates as and reception of diaconal ministers shall be the function of the synods. Synods shall also have responsibility for recruitment, approval and supervision of all candidates for the diaconal ministry. Applicants for consecration or for reception shall appear before the examining committee of the synod, and may be consecrated or otherwise admitted only upon recommendation by such committee. The members of the examining committee shall be appointed or elected by the synod.

Section 3. Each diaconal minister shall covenant to abide loyally by the constitution, administrative bylaws and enactments of this church and of the synod.

Section 4. Each diaconal minister shall conform in teaching to the Confession of Faith of this church and shall lead a life befitting the office.

Section 5. Subject to the provisions of the administrative bylaws of this church each diaconal minister, except those who are retired or disabled, shall be in possession of a call from a congregation or a synod or this church itself. Under the conditions stated in the administrative bylaws, a diaconal minister on leave from call may be retained on the roster of diaconal ministers from year to year for no more than three consecutive years by action of the appropriate synod. A diaconal minister on leave from call for parental

leave or study leave may be granted an additional five consecutive years by action of the appropriate synod.

Section 6. The synod shall be responsible for discipline of diaconal ministers on its roster. A Committee on Discipline shall be formed, when necessary. The composition and responsibilities of the Committee on Discipline shall be set out in the administrative bylaws. Disciplinary action may be appealed to the Court of Adjudication, whose decision therein shall be final.

## ARTICLE IX

### Full Communion Provisions

Section 1. Ordered ministers of churches with which this church has a full communion agreement, who are serving in this church under the provisions of that full communion agreement, shall have the same rights and privileges as the equivalent order of ministry in this church.

## ARTICLE X

### Synods

Section 1. The church shall be organized regionally into synods whose number and boundaries are to be determined by this church in its administrative bylaws.

Section 2. Each synod shall be incorporated in keeping with the terms of appropriate documents ratified by this church in convention or by the National Church Council. Amendments thereto shall be subject to ratification.

Section 3. Each synod shall have a constitution ratified by this church in convention or by the National Church Council. Amendments thereto shall be subject to like ratification.

Section 4. Each congregation shall normally be a part of the synod on whose territory it is located.

Section 5. Included on the roster of ministers of each synod shall be those who are:

- a. Under call from (a) congregation(s) in that synod;
- b. Under call from that synod;
- c. Under call from this church, in the synod to which the minister belonged at the time of the issuance of such call unless otherwise assigned by the bishop of this church;
- d. Designated as “on leave from call” as provided in the administrative bylaws of this church; and
- e. Retired or disabled, in the synod in which the minister last had a call or resides.

Section 6. It shall be the responsibility of each synod to:

- a. Shepherd congregations, ordained ministers, diaconal ministers and its lay workers;
- b. Advance the church’s mission within its jurisdiction;



- c. Conserve unity in the true faith and guard against any departure from it;
- d. Develop the resources of God's people for the advancement of his Kingdom at home and throughout the world; and
- e. Cooperate with the National Church Council and the synods in implementing its programs.

Section 7. Synods shall carry out such additional duties and responsibilities as are assigned to them in the administrative bylaws.

Section 8. Each synod shall have the right to petition this church according to the procedures set forth in the administrative bylaws.

Section 9. As a regional expression of this church, each synod shall have jurisdiction in its affairs and be responsible for its life and ministry as delineated in its constitution and administrative bylaws.

Section 10. The bishops of the synods and the bishop of this church shall meet at least once a year for spiritual renewal and the discussion of programs, plans and problems affecting the synods and this church. Except where otherwise provided in this constitution and its administrative bylaws, the function of such a meeting shall be consultative and advisory.

## ARTICLE XI

### Conventions

Section 1. The convention of this church shall be its highest legislative authority.

Section 2. A convention of this church shall be held biennially at a time and place determined by the National Church Council.

Section 3. Special conventions shall be called for specified purposes by the bishop of this church to be held within ninety days of receiving a request in writing from two-thirds of the members of the National Church Council or from two-thirds of the synods.

Section 4. The secretary shall publish the time and place of each regular convention at least six months in advance. The secretary shall give written notice of a special convention to each congregation and each rostered minister serving under call, and shall publish the same at least thirty days prior to the opening date of the convention.

Section 5. The voting membership of conventions shall consist of:

- a. Two hundred rostered ministers elected by the conferences as allocated by the National Church Council on the basis of baptized membership;
- b. A lay delegate may be elected by each parish\* not already represented by a rostered minister. An additional lay delegate may be elected by every parish with more than eight hundred baptized members. Any parish with less than eight hundred members represented by a rostered minister for two consecutive conventions may not be represented by a rostered minister at the following convention; and
- c. Twelve youth selected by the synods as members of the youth assembly.

Section 6. The voting membership at a special convention shall consist of the delegates seated in the preceding regular convention provided they have not been disqualified by termination of membership in the parish they represented. Vacancies in delegations shall be filled by conferences and parishes as necessary.

Section 7. A quorum shall consist of twenty per cent of the eligible voting members provided that such members are from at least two-thirds of the synods.

\*A parish is defined as consisting of those baptized persons served by a common pastoral ministry in one or more congregations.

## ARTICLE XII National

### Church Council

Section 1. There shall be a National Church Council comprised of the officers of this church, who shall serve as the officers of the council; and additional members from the synods allocated on the basis of proportional representation according to baptized membership; and other representatives from full communion agreements. Each synod shall be represented by at least one lay person and one rostered minister, and the total number of lay persons shall equal or exceed the total number of rostered ministers. The distribution of additional members shall be specified in the administrative bylaws. The additional members shall be elected by the convention and shall be eligible to serve no more than two consecutive four-year terms. Synod bishops shall be present as advisory members. Terms of elected members shall be such that half of the members shall be elected at each convention. Vacancies shall be filled by the National Church Council until the next regular convention. A member of the National Church Council who is a rostered minister who has been suspended from the office of rostered ministry or removed from the roster by a synod council, may be removed from membership on the National Church Council by a majority or a least two-thirds of the members of the National Church Council at a meeting duly called and held for such purpose.

Section 2. The council shall meet at least twice a year. Additional meetings may be called by the bishop of this church and must be called if requested in writing by a majority of the members of the council.

Section 3. The council shall:

- a. Be the directors of the corporation and trustees for this church;
- b. Encourage an ongoing process of renewal in the life and work of this church;
- c. Engage in long-range planning for this church, with emphasis on spiritual life and growth, for approval by the convention;
- d. Attend to communication and stewardship as integral aspects of the work of this church;
- e. Recommend annual budgets to the regular conventions;
- f. Supervise the expenditures of the funds of this church, subject to the provisions of the administrative bylaws and the budgets adopted by the convention;
- g. Fill vacancies not otherwise provided for and determine the fact of the incapacity of an officer of this church;

- h. Be responsible for the implementation of all ecumenical and inter-church relations of this church and its agencies, which have been approved by the convention;
- i. Approve all ecumenical and inter-church relations of the synods of this church and their agencies;
- j. Appoint, as required, the members of all committees;
- k. Report actions taken by the council to the next convention;
- l. Interpret the constitutions and administrative bylaws of this church, its synods and congregations upon request;
- m. Provide for the orientation of its members to duties and responsibilities of the National Church Council, and regular evaluation of the work of the National Church Council; and
- n. Perform the additional duties of the council prescribed in the constitution, administrative bylaws and resolutions of this church.

### ARTICLE XIII

#### Officers

Section 1. This church shall be served by a bishop who shall be its chief pastor and chief executive officer. The other officers shall be a vice-president, a secretary and a treasurer. The bishop shall be on the roster of ministers of this church. At least two of these officers shall be lay members of this church.

Section 2. The officers shall be elected by the convention for a term of four years according to procedures established in the administrative bylaws. All officers shall serve until their successors assume office.

Section 3. Should a vacancy occur *ad interim* in any of the offices with the exception of the office of bishop, the National Church Council is empowered to fill the same until the next regular convention or to call a special convention to fill the vacancy. Each election by a convention shall be for a full term of office.

Section 4. The terms of the officers shall begin on the first day of the third full month following election.

Section 5. The bishop of this church shall:

- a. Serve as its leader and counsellor;
- b. Seek to preserve its peace and order;
- c. Call, convene and preside over its conventions and the meetings of the National Church Council;
- d. Speak publicly and witness for the gospel on behalf of this church;
- e. Oversee the officers and executive staff;
- f. Coordinate the work of its committees, and serve in an *ex officio* capacity;
- g. Represent this church at meetings of the auxiliaries and recognized independent organizations;
- h. Convene meetings of the bishops of the synods;

- i. Serve as the primary representative of this church in all inter-church associations and councils in which it holds membership; and
- j. Perform the additional duties prescribed in the constitution, administrative bylaws and resolutions of this church.

Section 6. The vice-president shall:

- a. Preside at the general convention and at meetings of the National Church Council upon the request of the bishop;
- b. In the event of the death, resignation or incapacity of the bishop, convene the National Church Council to provide for the discharge of the bishop's duties pending the election of a new bishop at a regular or special convention; and
- c. Perform the additional duties prescribed in the constitution, administrative bylaws and resolutions of this church.

Section 7. The secretary shall:

- a. Keep or cause to be kept the minutes of the conventions and prepare or cause to be prepared such minutes for publication;
- b. Have charge of records, registers and archives;
- c. Be the custodian of the seal of this church;
- d. Attest all documents of this church as required; and
- e. Perform the additional duties prescribed in the constitution, administrative bylaws and resolutions of this church.

Section 8. The treasurer shall:

- a. Be the fiscal officer of this church;
- b. Make full report of the financial affairs of this church to conventions and to the National Church Council; and
- c. Perform the additional duties prescribed in the constitution, administrative bylaws and resolutions of this church.

#### ARTICLE XIV

##### Offices

Section 1. This church shall provide ongoing support services for this church through such offices as may be established in the administrative bylaws.

Section 2. In establishing an office in the administrative bylaws such provision shall set out the objectives of the office and the method by which such objectives are intended to be accomplished.

## ARTICLE XV

**Department of Finance and Administration**

Section 1. The National Church Council shall, through its Department of Finance and Administration, have responsibility for the general oversight and control of the finance and business management of this church. As such it shall:

- a. Provide for this church the treasury and accounting functions, data processing, auditing service, legal counsel and personnel service, and arrange for the necessary office space and equipment;
- b. Administer the finances of this church;
- c. Ensure that there be sound and responsible fiscal management by its offices, committees and institutions;
- d. Develop budgetary procedures and prepare annual budget recommendations;
- e. Periodically review the receipts, expenditures and financial conditions of this church, and recommend to the church when adjustments are necessary to ensure that expenditures do not exceed the funds available in the current fiscal year;
- f. Manage the investment programs for this church, excluding pension funds and benefit programs; and
- g. Borrow funds and guarantee loans.

## ARTICLE XVI

**Benefit and Pension Plans**

Section 1. The administrative bylaws shall provide for the participation by rostered ministers and lay employees of this church, its synods, congregations, agencies, institutions, and other recognized organizations in a pension plan and in a group benefits plan. The administrative bylaws may establish rules providing for the participation of such employers and employees in such plans on a compulsory basis, and may determine the methods to be adopted by the participants in such plans in order to provide for the proper administration of such plans.

Section 2. The convention may review any such benefit or pension plan and may make recommendations to the administrator of such plan or to the National Church Council on any proposed amendments to such plan, and may from time to time provide advice and direction to the administrator with respect to any proposed amendment to such plan.

## ARTICLE XVII

**Auxiliaries, Special Interest Conferences  
Recognized Independent Organizations**

Section 1. All auxiliaries of this church, as autonomous organizations officially recognized by this church, shall function under constitutions which have been approved by the National Church Council and shall operate within the provisions of this constitution, its administrative bylaws and actions of the convention. The auxiliaries shall interrelate with this church in the manner set forth in the administrative bylaws.

Section 2. This church shall recognize those special interest conferences and special congregational relationships existing at the time of merger. This church may authorize, as provided in the administrative bylaws, the organization of additional special interest conferences having common linguistic or cultural heritages. Such conferences may hold periodic meetings for fellowship and discussion of common concerns. Reports of meetings, together with any recommendations arising out of their special sphere of interest, shall be made to the National Church Council.

Section 3. This church shall recognize independent Lutheran organizations and institutions established for Christian education, for the care of the ill, the aged and the infirm or for missionary endeavour as approved by the National Church Council.

#### ARTICLE XVIII

##### Court of Adjudication

Section 1. There shall be a Court of Adjudication.

Section 2. The Court of Adjudication shall consist of seven members, four lay and three rostered, who shall be elected by the convention for a term of four years. No member may hold a position on National Church Council, synod council or a synodical committee for theological education and leadership. No member shall serve more than two consecutive terms. A vacancy occurring *ad interim* may be filled by the National Church Council until the next regular convention, which shall fill the unexpired term.

Section 3. A quorum shall consist of five members. Four members must concur in any decision.

Section 4. The court shall elect its own officers.

Section 5. Due notice of the time and place of meetings of the court shall be given by its secretary to all persons involved in the case and shall be published in the official church paper.

Section 6. The court may make rules and orders in any matter of procedure not provided for in this article in order to facilitate the proper and expeditious handling of its business.

Section 7. Questions of principle or practice which may arise under this constitution or otherwise within this church, including questions involving disputed jurisdiction or the interpretation of powers claimed, conferred or recognized by this church, may be referred to this court for decision. Referral of such questions shall be by resolution of the convention or the National Church Council. The decisions of the court in such matters shall be binding until reversed by vote of the convention.

Section 8. Questions of doctrine or conscience may also be referred to the court for its counsel at the discretion of the convention. Such opinions of the court shall be submitted to the convention for its scrutiny and decision.

Section 9. Disciplinary actions of Synod Councils may be appealed to the court. The decisions of the court in such matters shall be final. Such decisions shall be reported to the parties involved in the appeal and to the bishop of this church.

Section 10. An appeal made under ARTICLE VI, Section 11, ARTICLE VII, Section 8, and ARTICLE VIII, Section 6 must be in writing and must be filed with the secretary of the court within forty-five days from the date of the decision, which is being appealed. The court shall hear and determine the appeal on the data upon which the decision appealed was based and render its verdict in writing. The court may for the purpose of hearing and determining the appeal receive such further evidence and in such manner and form as it in its sole discretion may determine.

Section 11. All decisions and opinions of the Court of Adjudication, except those covered by Section 9, shall be published in the official church paper and in the *Bulletin of Reports* in full or in summary form, as directed by the president of the court, at least three weeks before the opening of the convention to which they are to be reported.

Section 12. Notice of intention to appeal from a decision of the Court of Adjudication, other than in a case involving disciplinary action or recall or dismissal of an officer, must be given in writing to the president of the court and to the secretary of this church at least six days prior to the opening of the convention to which the court's report of said decision is to be made. Such appeal must be signed by at least twenty-five delegates representing a majority of the synods. Following the submission and hearing of the appeal, the vote therein shall not be taken before the succeeding day, unless by reason of limited available time the convention shall by a two-thirds vote decide to act on the appeal on the same day. To sustain the appeal and so reverse the decision of the Court of Adjudication shall require a two-thirds vote of delegates present and voting.

Section 13. The court shall perform such other duties as prescribed in the administrative bylaws.

## ARTICLE XIX

### Administrative Bylaws

Section 1. This church may adopt such administrative bylaws, not in conflict with this constitution, as may be necessary. Such administrative bylaws may be amended at any convention by a two-thirds vote of the delegates present and voting. At least one day shall elapse between first presentation and convention action unless unanimous consent to amendment is given.

Administrative bylaws relating to convention procedure may be suspended by a two-thirds vote of the delegates present and voting.

## ARTICLE XX

### Amendments

Section 1. ARTICLE II on "Confession of Faith" shall be unalterable.

Section 2. Amendments to this constitution shall be in writing and may be proposed by:

- a. The National Church Council;
- b. A synod; or

c. Ten or more convention delegates representing no fewer than three synods.

Section 3. All proposed amendments must be reported to the convention no later than the first full day of business. The National Church Council shall make report and recommendation during that convention on all proposed amendments. Adoption of an amendment shall require passage at this and the next regular convention by a two-thirds vote of the delegates present and voting. The full text thereof shall be published in the official church periodical at least one month prior to the second reading.

Signatures of two directors/trustees:

\_\_\_\_\_  
Sign

Date: \_\_\_\_\_

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Sign

Date: \_\_\_\_\_

\_\_\_\_\_  
Print Name





## **ADMINISTRATIVE BYLAWS**

**Evangelical Lutheran Church in Canada**

Last amended July, 2011

ELCIC Administrative Bylaws

**ADMINISTRATIVE BYLAWS  
EVANGELICAL LUTHERAN CHURCH IN CANADA**

**Table of Contents**

Part I	Headquarters	1
Part II	Congregations	1
Part III	Rostered Ministers—Ordained	3
Part IV	Rostered Ministers—Diaconal	5
Part V	Synods	8
Part VI	Conventions	9
Part VII	Youth Assembly	11
Part VIII	Nominations and Elections	11
Part IX	National Church Council	13
Part X	Officers	14
Part XI	Recall or Dismissal of an Officer	15
Part XII	Conference of Bishops	16
Part XIII	Financial Matters	17
Part XIV	Colleges, Universities and Seminaries	17
Part XV	Department of Finance and Administration	17
Part XVI	Benefit and Pension Plans	17
Part XVII	Special Interest Conferences	19

The administrative bylaws were last amended at the 2011 National Convention (July 6, 2011).

**PART I HEADQUARTERS**

- Section 1. The headquarters of this church shall be located in Winnipeg, Manitoba.
- Section 2. All executive offices shall be located at the headquarters. Exceptions may be made by action of the convention upon recommendation of the National Church Council.

**PART II CONGREGATIONS**

(Constitution, ARTICLE VI)

- Section 1. A congregation seeking to be admitted into this church shall submit to the bishop of the appropriate synod a formal application and a copy of the constitution of the congregation which the synod, prior to admitting said congregation, shall ascertain to be in harmony with the faith and polity of this church.
- Section 2. Each congregation of this church shall:
- a. Regularly and faithfully proclaim the Word and administer the Sacraments;
  - b. Endeavour to hold at least one service of worship on each Sunday;
  - c. Cultivate in its members a life of prayer and an awareness of the presence of God;

- d. Educate persons of all ages in the faith confessed by this church and in its implications for daily living;
- e. Encourage and stimulate its members in their witness to Christ, in works of mercy and in the practice of Christian fellowship and stewardship;
- f. Provide adequately for the material needs of its pastor(s) and other employees, including ensuring their participation, when eligible, in the benefit plan and in the pension plan as set out in Part XVI;
- g. Share responsibly in providing the funds needed for the life and work of this church and of the synod;
- h. Assure that only those on the roster of ministers of this church serve it in a pastoral capacity, except as this principle is waived in a specific instance with the approval of the bishop of the synod, subject to review by the synod council;
- i. Comply with the constitution, bylaws and enactments of this church and of the synod, taking no actions in conflict therewith; and
- j. Place on file in the synod office a copy of its constitution and bylaws and report promptly any amendments it may adopt.

Section 3. At the time of a pastoral vacancy, the congregation or its council in consultation with the bishop of the synod shall appoint an interim pastor.

Section 4. A congregation considering dissolution of its organization shall confer with the bishop of the synod before any formal steps are taken leading to such action.

Section 5. A congregation considering the severing of its relationship with this church shall confer with the bishop of the synod before any formal steps are taken leading to such action. Subsequent to such consultation with the bishop, a motion to sever the relationship with this church may be considered at a legally called and conducted meeting of the congregation and a two-thirds majority vote shall be required for approval of the motion. Written notice of the motion and the date and time of the congregational meeting shall be sent to the bishop of the synod by registered mail at least thirty days before the meeting. A decision to sever the relationship with this church shall not be effective until it has been ratified by a two-thirds majority vote at a second legally called and conducted meeting held at least ninety days after the first meeting. Notice of the date and time of this second meeting shall be sent to the bishop of the synod by registered mail at least thirty days before the meeting.

Section 6. A congregation may be suspended or excluded from this church by action of a synod if the congregation persists in any of the following offences:

- a. Turning aside from the faith confessed by the Evangelical Lutheran Church in Canada as set forth in ARTICLE II of its constitution;
- b. Refusing or neglecting to exercise proper discipline over its members; or
- c. Willfully violating or disregarding the constitution or official actions of this church or the synod.

The bishop of the synod shall counsel with any congregation where such offences exist. If necessary, the bishop shall then admonish the congregation in writing. If the admonition is unheeded, a representative committee composed of ordained ministers and laity shall be appointed by the synod council to investigate the congregation. Upon the recommendation of the committee the synod council may suspend or exclude the congregation from this church.

Disciplinary action of the synod council may be appealed to the Court of Adjudication within forty-five days of receiving notification of the action of the synod council. The decision of the Court of Adjudication is final.

**PART III ROSTERED MINISTERS-ORDAINED**

(Constitution, ARTICLE VII)

**Section 1. Standards for Acceptance.**

To be eligible for ordination or acceptance onto the roster of ministers of this church, a candidate must have accepted a call (which call may be subject to the candidate's ordination) and must have met the standards set forth in the candidacy manual of this church.

**Section 2. Colloquy**

Synodical examining committees shall interview all candidates for ordination and all persons applying for acceptance on the roster of ministers and shall ensure their:

- a. Acceptance of and adherence to the Confession of Faith of this church;
- b. Fulfilment of academic requirements; and
- c. Personal qualifications for carrying out the functions of ordained ministry.

**Section 3. Continuance on the Roster of Ministers**

- a. In order to remain on the roster of ministers of this church, each ordained minister must be in possession of a proper call, be on leave from call, or be an individual who has been suspended from exercising the office and privileges of the ordained ministry, in accordance with these administrative bylaws. A synod council may remove an individual from the roster of ministers for reasons established in ARTICLE VII of the constitution or in accordance with the provisions of this Part.
- b. Calls may be issued for the ministries specified below by the agencies indicated:

	Type of Ordained Ministry	Source of Call
i.	Parish pastor	Congregation
ii.	Bishop of the church and other officers	Convention of this church
iii.	Staff of this church	National Church Council
iv.	Synod bishop and other officers	Synod Convention
v.	Staff of synod	Synod Council
vi.	Staff of an educational or eleemosynary institution or agency	Synod Council on whose territory the institution or agency carried out its functions
vii.	Staff of Federation of Lutheran Churches	National Church Council
viii.	Staff of nationwide Inter-Lutheran agency	National Church Council
ix.	Staff of a provincial agency or institution	Synod Council
x.	Staff of an interdenominational agency	National Church Council
xi.	Chaplain in the Armed Forces or in an institution operated by the federal government	National Church Council
xii.	Pastor developing a new congregation	Synod Council
xiii.	Pastor of an independent congregation in Canada	Synod Council on whose territory the congregation is situated
xiv.	Pastor serving an institution or agency outside of Canada	National Church Council
xv.	World missionary	National Church Council
xvi.	Pastor serving in a congregation under synod supervision	Synod Council
xvii.	Ministries not otherwise provided for (as in conjunction with occupations in unusual ministries in approved situations)	Synod Council on whose territory the ministry is located or National Church Council if the ministry involves more

		than one synod or is outside Canada, upon recommendation of the Conference of Bishops Synod Council
	xviii. Pastor ordained through the alternative route	
	c. All ordained ministers of this church shall make an annual report of their ministry to their synod bishop.	
	d. Each ordained minister shall, when eligible, participate in the benefit plan and in the pension plan referred to in Part XVI unless, with respect to the pension plan, such ordained minister is required to participate in another registered pension plan as defined in section 147.1 of the Income Tax Act. An ordained minister required to participate in another registered pension plan shall provide proof of such participation to the committee or board appointed to administer the pension plan established for ordained ministers of this church.	
Section 4.	No ordained minister of this church shall divulge any confidential disclosure given in the course of the care of souls or otherwise in a professional capacity, except with the express permission of the person involved, or where required by law, or in order to prevent the commission of a crime.	
Section 5.	Ordained ministers on the faculty of the Lutheran Theological Seminary Saskatoon must maintain status on the roster of ministers of the British Columbia Synod of the Evangelical Lutheran Church in Canada, the Alberta Synod of the Evangelical Lutheran Church in Canada, the Saskatchewan Synod of the Evangelical Lutheran Church in Canada or the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada. The synod in which the faculty member will be rostered will be decided by the board of governors of Lutheran Theological Seminary Saskatoon.	
Section 6.	An ordained minister of this church who accepts a call in another Lutheran Church shall, upon application to the bishop of the synod, be entitled to a certificate of transfer.	
Section 7.	If an ordained minister resides at too great a distance from any congregation of this church or a full communion partner church to be able to sustain a living relationship thereto, the bishop of the synod may grant permission to hold membership in a congregation of another church.	
Section 8.	Except as provided for in Section 7 above, an ordained minister of this church who enters the ministry or joins a congregation of a church other than this church or a full communion partner church shall cease to be a minister of this church and shall be removed from the roster of ministers.	
Section 9.	An ordained minister may voluntarily resign from the ministry by giving written notice to the bishop of the synod. Request for reinstatement shall be submitted to the synod examining committee. Upon favourable action by this committee, the bishop shall declare the person eligible for a call. Upon acceptance of a call, the person shall be reinstated on the roster of ministers.	
	A person who has failed to be approved by one synod may reapply only to the same synod. If the second application is declined, the candidate may appeal to the National Church Council through the bishop of this church for an exception to this regulation.	
Section 10.	An ordained minister serving under a call shall not engage in an additional occupation without approval of the calling authority and the bishop of the synod.	
Section 11.	An ordained minister desiring to remain on the roster without call shall make application to the bishop of the synod, who shall bring the request to the synod council for action. The synod council	
ELCIC Administrative Bylaws		4

may grant the application for a period of up to three years. An application for an extension of "on leave from call" status for an additional five years may be granted by the Synod Council for the purpose of parental leave or study leave.

The status of "on leave from call" shall be subject to an annual review by the synod council and may be cancelled by the synod council as a result of this review. Before cancelling the status of "on leave from call" the synod council shall give the ordained minister 90 days written notice of the intent to cancel. The action of the synod council may be appealed to the Court of Adjudication within 45 days of receiving notification of the intent of the synod council to cancel the "on leave from call" status. The decision of the Court of Adjudication shall be final.

At the end of the approved "on leave from call" period, synod council shall remove the ordained minister from the roster of ministers. This action of the synod council is not subject to appeal.

Section 12. Upon application, the status of retired shall be granted by synod council to an ordained minister who has attained the age of 55 years or who has 30 years of service.

Section 13. Discipline

A synod shall undertake to put in place the following provisions to deal with the discipline of ordained ministers:

The synod council shall subject an ordained minister to discipline for:

- a. Preaching or teaching of doctrine in conflict with the confession of faith of this church (Constitution, ARTICLE II);
- b. Conduct unbecoming an ordained minister;
- c. Wilful disregard for or violation of the functions and standards established by this church for the office of Word and Sacrament; an
- d. Wilful disregard of the constitution, administrative bylaws or enactments of this church or of the synod.

The National Church Council may from time to time establish guidelines to define or to assist in the interpretation of the above grounds for discipline.

The National Church Council shall also maintain a *Manual on Discipline of Ministers* containing materials which provides guidance to individuals involved in a process dealing with a complaint against, or the discipline, of an ordained minister.

Section 14.

- a. Upon removal of suspension by a synod council, an ordained minister who was suspended from the office and privileges of the ordained ministry may apply for status of "on leave from call" as provided in Section 10.
- b. After three years an ordained minister suspended from the office and privileges of the ordained ministry by a synod council shall be removed from the roster of ministers by the synod council which suspended such individual unless, within three years of the date of such suspension, that synod council receives evidence satisfactory to it of repentance and amendment of life.

Section 15. An ordained minister under discipline by a synod or otherwise removed by it from the roster of ministers must be restored by that synod to good standing before becoming eligible for acceptance by another synod. If not restored by that synod, the ordained minister may appeal to the National Church Council through the bishop of this church for an exception to this ruling.

**PART IV ROSTERED MINISTERS-DIACONAL**  
(Constitution, ARTICLE VIII)

Section 1. Standards for Acceptance

To be eligible for consecration into the diaconal ministry, a candidate must have accepted a call (which call may be subject to the candidate’s consecration) and must have met the standards set forth in the *Candidacy Manual* of this church.

Section 2. Colloquy

The synod shall appoint synodical examining committees which shall interview all candidates for consecration and all persons applying for acceptance on the roster of ministers and shall ensure their:

- a. Acceptance of and adherence to the Confession of Faith of this church;
- b. Conduct un-becoming an ordained minister; and
- c. Personal qualifications for carrying out the functions of diaconal ministry to which a call has been extended.

Section 3. Continuance on the Roster of Ministers

- a. In order to remain on the roster of ministers, each diaconal minister must be in possession of a proper call or be on leave from call or be an individual who has been suspended from exercising the office and privileges of the diaconal ministry, in accordance with these administrative bylaws. A synod council may remove an individual from the roster of ministers in accordance with the provisions of this Part.
- b. Calls may be issued for the ministries specified below by the agencies indicated:

Type of Diaconal Ministry	Source of Call
i. Congregational Diaconal Minister	Congregation
ii. Officers of this church	Convention of this church
iii. Staff of this church	National Church Council
iv. Synod officer	Synod Convention
v. Staff of the synod	Synod Council
vi. Staff of an educational or eleemosynary institution or agency	Synod Council on whose territory the institution or agency carried out its functions
vii. Staff of Federation of Lutheran Churches	National Church Council
viii. Staff of nationwide Inter-Lutheran agency	National Church Council
ix. Staff of a provincial agency or institution	Synod Council
x. Staff of an interdenominational agency	National Church Council
xi. Chaplain in an institution operated by the federal government	National Church Council

- xii. Congregational diaconal minister of an independent congregation in Canada      Synod Council on whose territory the congregation is situated
- xiii. Diaconal minister serving an institution or agency outside of Canada      National Church Council
- xiv. World missionary      National Church Council
- xv. Ministries not otherwise provided for (as in conjunction with occupations in unusual ministries in approved situations).      Synod Council on whose territory the ministry is located or National Church Council if the ministry involves more than one synod or is outside Canada, upon recommendation of the Conference of Bishops.

- c. All diaconal ministers shall make an annual report of their ministry to their synod bishop.
- d. Each diaconal minister shall, when eligible, participate in the benefit plan and in the pension plan referred to in Part XVI unless, with respect to the pension plan, such diaconal minister is required to participate in another registered pension plan as defined in section 147.1 of the Income Tax Act. A diaconal minister required to participate in another registered pension plan shall provide proof of such participation to the committee or board appointed to administer such pension plan.

- Section 4. No diaconal minister shall divulge any confidential disclosure given in the course of the care of souls or otherwise in a professional capacity, except with the express permission of the person involved, or where required by law, or in order to prevent the commission of a crime involving violence.
- Section 5. If a diaconal minister resides at too great a distance from any congregation of this church or a full communion partner church to be able to sustain a living relationship thereto, the bishop of the synod may grant permission to hold membership in a congregation of another church.
- Section 6. Except as provided for in Section 5 above, a diaconal minister of this church who enters the ministry or joins a congregation of a church other than this church or a full communion partner church shall cease to be a minister of this church and shall be removed from the roster of ministers.
- Section 7. A diaconal minister may voluntarily resign from the ministry by giving written notice to the bishop of the synod. Request for reinstatement shall be submitted to the synod examining committee. Upon favourable action by this committee, the bishop of the synod shall declare the person eligible for a call. Upon acceptance of a call, the person shall be reinstated on the roster of ministers.  
  
A person who has failed to be approved by one synod may re-apply only to the same synod. If the second application is declined, the candidate may appeal to the National Church Council through the bishop of this church for an exception to this limitation.
- Section 8. A diaconal minister serving under a call shall not engage in an additional occupation without approval of the calling authority and the bishop of the synod.
- Section 9. A diaconal minister desiring to remain on the roster without call shall make application to the bishop of the synod, who shall bring the request to the synod council for action. The synod council may grant the application for a period of up to three years. An application for an extension of “on leave from call” status for an additional five years may be granted by the synod council for the purpose of parental leave or study leave.  
  
The status of “on leave from call” shall be subject to an annual review by the synod council and may be cancelled by the synod council as a result of this review. Before cancelling the status of “on



leave from call” the synod council shall give the diaconal minister 90 days written notice of the intent to cancel. The action of the synod council may be appealed to the Court of Adjudication within 45 days of receiving notification of the intent of the synod council to cancel the “on leave from call” status. The decision of the Court of Adjudication shall be final.

At the end of the approved “on leave from call” period, synod council shall remove the diaconal minister from the roster of ministers. This action of the synod council is not subject to appeal.

Section 10. Upon application, the status of retired shall be granted by synod council or other calling authority to a diaconal minister who has attained the age of 55 years or who has 30 years of service.

Section 11. Discipline (Diaconal Ministers)

The synod council shall subject a diaconal minister to discipline for:

- a. Preaching or teaching of doctrine in conflict with the confession of faith of this church;
- b. Conduct unbecoming a diaconal minister;
- c. Wilful disregard for or violation of the functions and standards established by this church for the office of Diaconal Ministry; and
- d. Wilful disregard of the constitution, bylaws or enactments of this church or of the synod.

The National Church may from time to time establish guidelines to define or to assist in the interpretation of the above grounds for discipline.

The National Church Council shall also maintain a *Manual on Discipline of Ministers* containing material which provides guidance to individuals in a process dealing with a complaint against, or the discipline of, a diaconal minister.

- Section 12.
- a. Upon removal of suspension by a synod council, a diaconal minister who was suspended from the office and privileges of the diaconal ministry may apply for status of “on leave from call” as provided in Section 9.
  - b. After three years a diaconal minister suspended from the office and privileges of the diaconal ministry by a synod council shall be removed from the roster of ministers by the synod council which suspended such individual unless, within three years of the date of such suspension, that synod council receives evidence satisfactory to it of repentance and amendment of life.

Section 13. A diaconal minister under discipline by a synod or otherwise removed by it from the roster of ministers must be restored by that synod to good standing before becoming eligible for acceptance on the roster of ministers by another synod. If not restored by that synod, the diaconal minister may request an exemption from this limitation from the National Church Council.

Section 14. All diaconal ministers consecrated by the ELCIC have the right to use the title Deacon.

#### PART V SYNODS (Constitution, ARTICLE X)

Section 1. This church shall be organized into five synods with names and territories as follows:

- a. Name British Columbia Synod of the Evangelical Lutheran Church in Canada  
Territory The province of British Columbia
- b. Name Alberta Synod of the Evangelical Lutheran Church in Canada, also known as the Synod of Alberta and the Territories.

- Territory The province of Alberta, plus the Yukon, the Northwest Territories and Nunavut.
- c. Name Saskatchewan Synod of the Evangelical Lutheran Church in Canada.  
Territory The province of Saskatchewan.
- d. Name Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada.  
Territory The province of Manitoba and that portion of Ontario west of 86 degrees longitude.
- e. Name Eastern Synod of the Evangelical Lutheran Church in Canada.  
Territory The province of Ontario east of 86 degrees longitude and the provinces of Quebec, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador.
- Section 2. The number and size of synods shall be reviewed by the National Church Council every five years or when a request for such a review is made by a synod seeking a change to its boundaries or by at least forty congregations seeking a change to the boundaries of their synod. The establishment of a new synod must receive a two-thirds majority vote by the delegates present and voting at the convention(s) of the synod(s) involved and thereafter it must be approved by the convention of this church by a majority vote.
- Section 3. Congregations, which might benefit from inclusion in an adjoining synod may apply to this church for reassignment to that synod.
- Section 4. The bishop of this church, or a bishop otherwise appointed by the bishop of this church, shall preside according to the duly authorized rite of this church when a newly elected synodical bishop is set apart and/or installed to that office.
- Section 5. Within the context of this church's policy and structure as set forth in these bylaws and by convention resolution, each synod bears primary responsibility for:
- Initiating and developing new congregations on its territory;
  - Providing chaplaincies and other forms of ministry to institutions on its territory;
  - Relating to regional social structures, councils of churches and the like;
  - Operating camps and other centres for conferences and retreats;
  - Developing programs and providing resources for evangelism, Christian education, social ministry, stewardship, worship and music, and youth ministry among its members in cooperation with the church and the synods; and
  - Promoting and supporting the cause of mission in the world.
- Section 6. Each synod shall report promptly to the secretary of this church all changes in the roster of ministers of this church which occur within its jurisdiction. At the written request of rostered ministers who are members in good standing and who are called into another synod, the secretary of each synod shall issue a Certificate of Transfer and shall enter on the roster of ministers of the synod the names of all rostered ministers for whom proper Certificates of Transfer have been received.
- Section 7. Each synod shall be responsible for all acts of installation of its rostered ministers, except in the case of rostered officers of this church and other rostered ministers serving under call from the National Church Council.
- Section 8. Each synod shall receive contributions from congregations for the work of the church and shall forward to this church a proportion thereof determined by mutual consultation between the synod and this church.

## PART VI CONVENTIONS

(Constitution, ARTICLE XI)

- Section 1. Invitations from synods wishing to host a convention of this church shall be submitted to the National Church Council at least four years prior to the convention.
- Section 2. The time and place for the next regular convention shall be announced at each convention by the National Church Council.
- Section 3. The secretary shall send out a *Bulletin of Reports* to all delegates-elect at least forty-five days before each regular convention.
- Section 4. Arrangements for conventions of this church shall be made by the National Church Council in conjunction with a committee appointed by the host synod for that purpose.
- Section 5. This church shall defray the travel expenses of the delegates to its conventions from the church treasury at a rate determined by the National Church Council. Each parish shall pay the per diem cost of its delegate(s) at a rate determined by the National Church Council.
- Section 6. All appointments for general religious services or public meetings shall be subject to approval by the bishop of this church, who shall appoint a chaplain to be responsible for the devotional periods of the convention.
- Section 7. The secretary of each synod shall forward to the secretary of the church at least ninety days before the convention a certified list of the regular and alternate delegates elected in the synod. The roll of the delegates to each convention shall be prepared by the secretary in advance of the convention. Changes in the roll of delegates must be authorized by the synod concerned prior to the afternoon session on the second day of the convention.
- Section 8. Petitions from synods and congregations shall be submitted to the secretary of this church not later than three months prior to the convention for referral to the Committee of Reference and Counsel and for inclusion in the *Bulletin of Reports*.
- Section 9. During the first session of each regular convention, the bishop of this church shall announce the membership of the following committees appointed by the officers:
- a. Committee of Reference and Counsel;
  - b. Committee on Registration and Credentials;
  - c. Committee on Minutes; and
  - d. Committee on Conduct of Elections.
- Section 10. A resolution of a general character which is not germane to the pending question or report shall be given to the Committee of Reference and Counsel by the delegate proposing such resolution. The Committee of Reference and Counsel shall report all such resolutions to the convention with its recommendations. Other duties of the committee shall be to recommend special orders for the hearing of representatives, to grant or deny permission to distribute printed matter not issuing from the office of the secretary and to give such assistance to the bishop as may be desired in the course of the convention.
- Section 11. The Committee on Minutes shall review the minutes of the meetings of each day of the convention, distribute them to the delegates and report thereon with recommendations on the following day. Approval of the minutes of the final day of the convention shall be the responsibility of the bishop and secretary of this church.
- Section 12. All reports published in the *Bulletin of Reports* or in supplements thereto shall be received by the convention by virtue of that fact without vote.
- Section 13. The privilege of the floor shall be granted at all times to all members of the National Church Council and of the Court of Adjudication and to the synod bishops and the president of the

Evangelical Lutheran Women of the Evangelical Lutheran Church in Canada Inc.

- Section 14. Official representatives from other church bodies may be given seat and voice.
- Section 15. Any delegate may request the convention to grant any person the privilege of addressing the convention upon any matter then under consideration. Such request shall be granted only upon the affirmative vote of at least two-thirds of the delegates then present and voting. However, such person shall not thereby have seat or voice in the convention.
- Section 16. Unless otherwise determined by a two-thirds vote of the convention, all speeches in general discussion shall be limited to five minutes.
- Section 17. When a motion calling for an appropriation of funds comes before the convention from any source other than the National Church Council, it shall be referred at once to said council for consideration and report.
- Section 18. *Bourinot's Rules of Order*, latest edition, shall be the governing parliamentary law of this church, except as otherwise provided in its constitution and bylaws.

#### PART VII YOUTH ASSEMBLY

- Section 1. The Youth Assembly shall consist of four youth from the Eastern Synod, two youth from the Manitoba/Northwestern Ontario Synod, two youth from the Saskatchewan Synod, two youth from the Synod of Alberta and the Territories, and two youth from the British Columbia Synod.
- Section 2. Youth shall be baptized members between the ages of 16 and 23 inclusive on the first full day of the convention.

#### PART VIII NOMINATIONS AND ELECTIONS

- Section 1. The procedure for nominations in general shall be as follows:
- a. The church in convention shall elect the Nominating Committee for the next convention. The National Church Council shall submit nominations for the Nominating Committee to the church in convention. This committee shall consist of nine members, three from the Eastern Synod, two each from the Synod of Alberta and the Territories and the Saskatchewan Synod, and one each from the Manitoba/Northwestern Ontario Synod and the British Columbia Synod. The committee shall elect its own convener at an initial meeting called by the secretary. They shall prepare a slate of nominations for election by the convention to fill vacancies in the membership of the National Church Council, Court of Adjudication and the Committee of Pensions except as otherwise provided. This slate shall be complete at least three months prior to each convention;
  - b. At least six months prior to the convention, the secretary shall publish in the official church periodical a list of vacancies to be filled at the convention;
  - c. The Committee on Nominations shall meet to elect a convener and shall select two nominees for each vacancy having concern for inclusive representation and the particular needs of the National Church Council, Court of Adjudication, and ELCIC Group Services Inc. and also for geographical and synod distribution, but nominating no person holding an elected position whose term does not expire at the time of the convention and having care that no individual is nominated to fill more than one vacancy;
  - d. The secretary shall, without delay, cause the properly certified list of such nominations to be published in the official church periodical;
  - e. Should any of the nominees indicate inability to serve, the Committee on Nominations shall make whatever alteration of the list of nominations may be necessary and shall immediately certify the corrected list to the secretary;

- f. Following the report of the Committee on Nominations to the convention, opportunity shall be given for nominations from the floor. The report shall provide the following information about each nominee: age, address, occupation, synod, and a brief statement of experience. Like information shall be given by the nominator to the Committee on Nominations for each person nominated from the floor;
- g. Upon completion of all nominations, the secretary shall have the official ballots prepared, providing to the degree that is feasible for the random listing of the names thereon in the printing of the first ballot.

Section 2. The election of officers shall proceed without oral nominations, except that the National Church Council shall nominate a person for the office of treasurer. If the first ballot does not result in election, it shall be considered a nominating ballot. The officers shall be elected in the following order: bishop, secretary, treasurer, and vice-president.

Section 3. In elections by the convention, the following rules shall obtain:

- a. All elections shall be by ballot. In all elections except those of the officers, a majority of the votes cast on any ballot shall elect.
- b. On the first ballot for bishop, three-fourths of the votes cast shall be required for election. Thereafter, only such votes as are cast for persons who have received votes on the first or nominating ballot shall be valid. On the second ballot, two-thirds of the votes cast shall be required for election. On the third ballot, a majority of the votes cast shall elect. On the fourth ballot, the voting shall be limited to five persons receiving the highest vote on the third ballot, and a majority of the votes cast shall elect. On the fifth ballot, the voting shall be limited to the three persons receiving the highest vote on the fourth ballot, and a majority of the votes cast shall elect. On the sixth ballot, the voting shall be limited to the two persons receiving the highest vote on the fifth ballot, and a majority of the votes cast shall elect.
- c. Following the second ballot for bishop, each eligible person receiving one or more votes will be invited to provide a brief biography. These may include congregational membership, degrees earned and honorary, pastorates and other positions held in the church, secular profession or occupation, membership on boards, special committees or agencies. Following the third ballot, those five persons receiving the highest number of votes cast will be invited to address the convention. Following the fourth ballot, those three persons receiving the highest number of votes cast will be invited to respond to questions submitted in writing from the convention delegates and selected by the elections committee. As each responds, the other two will be sequestered.
- d. On the first ballot for an officer, three-fourths of the votes cast shall be required for election. Thereafter, only such votes as are cast for persons who have received votes on the first or nominating ballot shall be valid. On the second ballot, two-thirds of the votes cast shall be required for election. On the third ballot, the voting shall be limited to the four persons receiving the highest vote on the second ballot, and a majority of the votes cast shall elect. On the fourth ballot the voting shall be limited to the three persons receiving the highest vote on the third ballot, and a majority of the votes cast shall elect. On the fifth ballot the voting shall be limited to the two persons receiving the highest vote on the fourth ballot, and a majority of the votes cast shall elect.
- e. The Committee on Elections shall make available to the convention the following information concerning each person appearing on the third ballot for an officer: age, congregational membership, degrees earned and honorary, pastorates and other positions held in the church, secular profession or occupation, membership on boards, special committees or agencies.
- f. In elections of members of the National Church Council, Court of Adjudication, and the ELCIC Group Services Inc. names of the persons receiving the highest number of votes but not elected on a preceding ballot shall be entered on the next ballot to the number of two for each vacancy unfilled.

- g. At no point during the election will any eligible person be permitted to withdraw his or her name from any ballot. Nor will any person be compelled to provide a biography or address the convention.
  - h. The result of each ballot in every election shall be announced in detail to the convention by the Committee on Elections.
- Section 4. In determining eligibility for re-election to the National Church Council, Court of Adjudication, and ELCIC Group Services Inc. a half term shall be counted as a full term.
- Section 5. All terms of office, except as otherwise provided in these bylaws, shall begin at the conclusion of the convention at which the election thereto occurred.
- Section 6. An ex officio member of any council, board or committee shall be a full member with voice and vote.
- Section 7. An advisory member of any council, board or committee shall be a member with voice only.
- Section 8. Eligibility
- a. A person shall not be eligible to serve on more than one of the following: National Church Council, Court of Adjudication, or ELCIC Groups Services Inc.
  - b. A person in the employ of an institution or agency responsible to this church or in the employ of an institution or agency responsible to one of its synods, who is elected to National Church Council, a division board or office management committee shall be ineligible to vote on matters directly affecting the institution or agency.

**PART 1X NATIONAL CHURCH COUNCIL**  
(Constitution, ARTICLE XII)

- Section 1. The National Church Council shall normally meet in March and September of each year.
- Section 2. The Executive Committee of the council shall consist of the officers of this church. In addition to the officers there shall be sixteen (16) elected members of National Church Council: one rostered minister and one lay person from each of the synods of British Columbia and Manitoba/Northwestern Ontario, one rostered minister and two lay persons from each of the synods of Alberta and Saskatchewan, and three rostered ministers and three lay persons from the Eastern Synod. There shall be one additional member appointed by the Council of General Synod (COGS) of the Anglican Church of Canada for a term to be determined by COGS.
- Section 3. A majority of the members of the council shall constitute a quorum.
- Section 4. The council shall arrange for the celebration of the duly authorized rite of this church when a new national bishop is set apart to that office. The bishop of this church (or if such office is vacant, the council) shall appoint a bishop to preside at the rite.
- Section 5. The council shall issue letters of call to the rostered salaried officers of this church, to rostered ministers serving full time within the structures and agencies of this church, and to those in special service in accordance with the bylaw provisions (Part III, Section 3).
- Section 6. It shall adopt a compensation plan for the officers and staff of this church and set the salaries of officers.
- Section 7. It shall, in consultation with the bishop, engage such administrative staff as is deemed necessary to fulfil its assigned responsibilities. It shall designate the duties and set the salaries for this staff.
- Section 8. It shall approve personnel policies applicable to all executive and support staff.

- Section 9. It shall be responsible for organizing the National Convention including:
- a. Preparation and presentation of annual budgets and convention agenda; and
  - b. Development of a calendar of emphases for the causes of the church in which specific days or months may be designated for intensive educational emphases on the various areas of the ministry of this church.
- Section 10. It shall review the actions of the committees and synods of this church at the first or second meeting of the council following receipt of minutes in which such actions are recorded. If a specific action is, in the judgment of the council, outside the authority of the committees or synod concerned or not in conformity with a policy laid down by the convention, formal declaration of that fact shall postpone or suspend the effectiveness of such action. If the action in question is not rescinded, the issue shall be reported to the next convention for adjudication.
- Section 11. It may issue official statements on social or moral issues in the name of this church between its conventions when, in the judgment of the council, an emergency exists or when delay of such action until the next convention would impair the timeliness of an utterance that this church ought in conscience to make. Concurrence of two-thirds of the total membership of the council shall be required in each such instance.
- Section 12. The bishop of this church shall be ex officio a member of any committee of the council.

**PART X OFFICERS**  
(Constitution, ARTICLE XIII)

- Section 1. The Bishop
- In addition to the duties stated in the constitution and elsewhere in the bylaws, the bishop shall:
- a. Be responsible for coordinating administrative matters, clarifying areas of overlapping or unassigned accountability;
  - b. Convene meetings of the officers and executive staff of this church for consultation. Other persons may be included at the discretion of the bishop;
  - c. Serve as a consultant in the nomination process for the election of chief executive officers of the institutions of this church;
  - d. Convene and chair meetings of the Executive Committee;
  - e. Prepare a report on the state of this church for presentation at the conventions of this church and of its synods;
  - f. Make an annual report to the National Church Council, analyzing the programs of this church and aiding the council in setting priorities and emphases in the work of this church;
  - g. Represent this church at conventions of the synods or appoint a member of the National Church Council to be a representative; and
  - h. Engage, with the approval of the National Church Council, such staff as is necessary to discharge the responsibilities assigned to the bishop.
- Section 2. The Vice-President
- In addition to the duties stated in the constitution and elsewhere in the bylaws, the vice-president shall serve as a member of the Executive Committee of the National Church Council, together with the bishop, secretary and treasurer.
- Section 3. The Secretary
- a. Maintain the roster of congregations and the roster of ministers of this church;
  - b. Have custody of the archives of this church, including:

- i. Official documents and records of this church;
  - ii. Proceedings of the conventions of this church and of its synods;
  - iii. Biographical data of rostered ministers who have served this church;
  - iv. Historical records of congregations and institutions; and
  - v. Official records of congregations and institutions which have ceased to function.
- c. Gather and publish the statistics of this church;
  - d. Publish, as needed, the articles of incorporation and a current issue of the constitution and bylaws of this church for distribution to each ordained minister and to each congregation for their official records;
  - e. Give notice of each convention of this church upon order of the bishop, and prepare and distribute a *Bulletin of Reports*;
  - f. Be responsible for physical arrangements at regular and special conventions;
  - g. Maintain a record of delegates, advisory members and official visitors of the conventions;
  - h. Keep convention minutes and codify convention resolutions;
  - i. Register participants at regular and special conventions;
  - j. Compile and publish a report of each convention and transmit a copy to each delegate and each ordained minister of this church;
  - k. Issue certificates of election and notify those concerned of resolutions adopted by each convention;
  - l. Respond to inquiries seeking information on policies approved or actions taken by the National Church Council and by the conventions of this church; and
  - m. Ensure that appropriate corporations are established for health care institutions or agencies owned by this church or its synods, and review and make recommendations regarding all proposed constitutional amendments.

Section 4. The Treasurer

In addition to the duties stated in the constitution and elsewhere in the bylaws, the treasurer shall:

- a. Be responsible for the safekeeping of the securities, insurance policies, deeds, abstracts, mortgages and other legal instruments held by the National Church Council on behalf of this church and its boards; and
- b. Direct the work of the Department of Finance and Administration.

**PART XI RECALL OR DISMISSAL OF AN OFFICER**

Section 1. The recall or dismissal of an officer of this church or of a synod of this church and the vacating of the office may be effected:

- a. For wilful disregard or violation of the constitution, authority or resolutions of this church;
- b. For such physical or mental disability or incompetence as presumably renders the officer incapable of performing the duties of office; or
- c. For such conduct as would subject the officer to disciplinary action in the synod or congregation of which a member.

Section 2. Proceedings for recall or dismissal shall be instituted by filing with the chairperson of the Court of Adjudication a petition stating specifically the charge or charges.

- a. A statement of charge against an officer of the National Church may be initiated
  - i. By at least two-thirds of the elected members of the National Church Council; or
  - ii. By a petition signed by at least one-fifth of those who were delegates to the latest convention of this church, at least 20 of whom shall be rostered delegates and at least 20 of



whom shall be lay delegates representing at least two synods with no more than 40 from any one synod.

- b. A statement of charge against a synod officer may be initiated:
- i. By at least two-thirds of the elected members of the synod council;
  - ii. By at least one-fifth of those who were delegates to the latest convention of the synod, at least one-quarter of whom are rostered delegates and at least one-quarter of whom are lay delegates, representing at least one-half of the conferences of the synod; or
  - iii. By at least two-thirds of the elected members of the National Church Council.

Section 3. The chairperson of the Court of Adjudication shall cause a copy of the statement of charge to be delivered to the accused officer, together with a notice of the time and place when the court will meet to hear the charges. The accused officer shall have the right to present a defence. After hearing such testimony as it may deem necessary and helpful, the court shall decide promptly whether the charges have been sustained and whether the accused officer shall be recalled or dismissed and the office vacated. If the charges are not sustained by the concurring vote of four members of the court, the statement of charge shall be dismissed. A judgment dismissing the charges shall be final and not subject to appeal. In any case, the court shall report the filing of the statement of charge and its disposition to the next convention of this church or, in the case of a synod officer, of the synod.

Section 4. Notice of a decision by the court that the charges have been sustained shall be given the accused officer, and unless the officer shall within thirty days after receipt of such notice, file with the court an appeal of such decision to the next convention, the court shall enter judgment that the officer has been recalled or dismissed and the office vacated, and the National Church Council or, in the case of a synod officer, the synod council shall be notified of the entry of such judgment.

Section 5. Upon appeal by the accused officer, the next convention may decide by a two-thirds vote, after debate but without receiving testimony, that the officer shall be recalled or dismissed and the office vacated.

Section 6. After a decision that the charges have been sustained, if it be deemed essential to good order that the accused officer should be meanwhile suspended, the court, four members concurring, shall direct its president so to notify the National Church Council or synod council, which in such case shall by a two-thirds vote suspend the accused officer from performance of the duties of office pending action on an appeal, and may make provision for performance of such duties ad interim.

Section 7. The Court of Adjudication shall promulgate such additional rules of procedure as it may deem necessary for the performance of its duties under this item.

## PART XII CONFERENCE OF BISHOPS

Section 1. There shall be a Conference of Bishops composed of the National Bishop and the synodical bishops.

Section 2. The Conference of Bishops shall be convened by the National Bishop at least annually.

Section 3. The Conference of Bishops shall:

- a. Attend to the spiritual and collegial nurture of its members;
- b. Reflect and provide vision on issues that affect the life of the church;
- c. Develop and share objectives and strategies concerning pastoral leadership;
- d. Recommend policy and practice to the National Church Council;
- e. Advise National Church Council on referred matters;
- f. Strive to achieve consistent practice across the synods
- g. Participation in meetings of the executive staff,
- h. Liaison and cooperative arrangements for programming,

- i. Participation in long-range planning;
- j. Prepare, produce and distribute program materials for its own use and publish a magazine; and
- k. Report to the National Convention of this church.

#### **PART XIII FINANCIAL MATTERS**

- Section 1. The fiscal year and the budget year of this church shall be the calendar year.
- Section 2. The annual budget and financial reports of this church shall reflect the entire range of its activities. The income listed shall include support from all sources.
- Section 3. Each budget shall approve an amount for contingency not to exceed 7 per cent of the budget.
- Section 4. There shall be an operating reserve, determined by the National Church Council, of no more than 15 per cent of the following year's budget.
- Section 5. Representatives of the National Church Council shall meet with representatives appointed by the Synod Councils to agree upon each synod's commitment goal for support of the budget of this church during the next fiscal year. These representatives shall recommend for approval by the National Church Council and by the synods the amount of support to be transmitted through the synods of this church.
- Section 6. Special church-wide appeals to congregations for raising funds shall require the consent of the convention or the National Church Council.
- Section 7. The financial accounts of this church shall be submitted annually for audit to a chartered accountant named by the National Church Council.

#### **PART XIV COLLEGES, UNIVERSITIES AND SEMINARIES**

- Section 1. Ownership and Governance of Schools : the ownership of the colleges and universities of this church shall be vested in this church in corporations whose membership shall be the same as that of the conventions of this church.
- Section 2. Ownership and Governance of Seminaries: the ownership of the Lutheran Theological Seminary Saskatoon shall be vested in the four western synods. The ownership of the Waterloo Lutheran Seminary shall be vested in the Eastern Synod. The board of governors shall be elected by the appropriate synods with three members of each board nominated by the National Church Council.

#### **PART XV DEPARTMENT OF FINANCE AND ADMINISTRATION (Constitution, ARTICLE XV)**

- Section 1. This department shall:
- a. Develop and implement a budgetary process, which shall involve budget consultation between the synods and this church;
  - b. Reduce budget allocations, in the event of an emergency declared by the officers;
  - c. Make investments of monies not required for cash flow purposes;
  - d. Be authorized to borrow funds for operating expenses not exceeding 7 per cent of the total annual budget;
  - e. Establish personnel policies for this church;
  - f. Arrange insurance (other than health and life) programs for this church;
  - g. Provide for the bonding of all employees and officers of this church; and
  - h. Administer, except as otherwise provided for, all property owned by this church.  
Manage the Church Extension and Capital Fund according to policies approved by the National Church Council.
- Section 2. This department, through the persons authorized by the National Church Council, shall execute the necessary papers for the acquisition and sale of property.

**PART XVI**    **BENEFIT AND PENSION PLANS**  
(Constitution, Article XVI)

- Section 1.    Each synod, congregation, agency, institution, and other recognized organization associated with this church shall cooperate with the National Church Council to ensure that the following pension and benefit plans are available for their respective employees:
- a. A contributory pension plan constructed on the money-purchase principle, in which the accumulated contributions attributed to each member's account are fully vested;
  - b. A group benefits plan that would provide death benefits, disability benefits, and such other benefits as may be determined by the committee or board appointed to administer the group benefits plan; and
  - c. Vested rights of members and beneficiaries of the pension plan established for rostered ministers of this church and lay employees shall not be abrogated by any action of this church.
- Section 2.    The synods, congregations, agencies, institutions, and other recognized organizations associated with this church shall ensure that each eligible rostered minister and each eligible lay employee is properly enrolled in the pension plan referred to in Section 1a, and that all necessary documents are completed and all necessary contributions are made in order to provide for such participation.
- Section 3.    The synods, congregations, agencies, institutions, and other recognized organizations associated with this church shall ensure that each eligible rostered minister and each eligible lay employee is properly enrolled in the group benefits plan referred to in Section 1b, and that all necessary documents are completed and all necessary payments are made in order to provide for such participation.
- Section 4.    The obligations established in these administrative bylaws with respect to participation in the pension plan and in the group benefits plan referred to in Section 1 do not apply:
- a. With respect to the pension plan, to an individual who was a rostered minister on December 31, 1985 and was not actively contributing to a registered pension plan as of that date; and
  - b. With respect to the pension plan or the group benefits plan, unless the rostered minister or lay employee is eligible to join such plan in accordance with the terms of such plan.

**PART XVII**    **SPECIAL INTEREST CONFERENCES**

- Section 1.    Upon receipt of formal notice from not fewer than six congregations and not fewer than six rostered ministers of a desire for the formation of a Special Interest Conference representing a specific national and cultural heritage, the bishop of this church shall convene the interested persons for the purpose of organizing such a conference. As long as at least four congregations and at least four rostered ministers desire the continuation of the conference, it shall not be disbanded involuntarily.
- Section 2.    Other special interest conferences of a like character may be organized and continued in existence by the convention or the National Church Council at its discretion upon the expression of a similar desire on the part of any number of congregations and rostered ministers of this church.
- Section 3.    The officers of a Special Interest Conference and the committee on arrangements for its next annual or biennial meeting shall constitute the entire continuing organization of the conference unless an exception to this rule is granted in a specific instance by the National Church Council.

Signatures of two directors/trustees:

\_\_\_\_\_  
Sign

\_\_\_\_\_  
Date:

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Sign

\_\_\_\_\_  
Date:

\_\_\_\_\_  
Print Name



**CORPORATE BYLAWS**

**Evangelical Lutheran Church in Canada**

Revised January 2011

## EVANGELICAL LUTHERAN CHURCH IN CANADA

CORPORATE BYLAWS

BE IT ENACTED as a bylaw of the Evangelical Lutheran Church in Canada as follows:

INTERPRETATION

## Definitions:

I. In these bylaws unless the context otherwise requires:

“Act” means the Evangelical Lutheran Church in Canada Act;

“baptized member” means a member of a congregation;

“church” means the Evangelical Lutheran Church in Canada;

“conference” means a grouping into which congregations of a synod are organized by such synod;

“congregation” means a community established for worship by baptized members organized and operated in accordance with these bylaws;

“convention” means the general or special meeting of delegates;

“delegate” means an individual elected in accordance with these bylaws to attend a convention;

“director” means a member of the National Church Council;

“lay person” is a baptized member who has not been ordained or consecrated;

“member congregation” means a congregation or several congregations which are served by a common pastoral ministry and which is a member of this church in accordance with these bylaws;

“National Church Council” means the board of directors of the church;

“synod” means a body corporate organized in a manner acceptable to the National Church Council to advance the mission of this church in the region established for it in accordance with these bylaws and the constitution and the administrative bylaws; save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

CORPORATE SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the church which said seal shall be retained in the head office, in the custody of the secretary, unless otherwise directed by the National Church Council.

HEAD OFFICE

3. The head office of the church shall be in the City of Winnipeg in the Province of Manitoba and at such location therein as the National Church Council may from time to time determine.

FISCAL YEAR

4. Unless otherwise ordered by the National Church Council the fiscal year end of the church shall be the last day in December of each year.

AUDITORS

5. The National Church Council shall appoint an auditor within six (6) months following each fiscal year-end of the church to audit the accounts of the church for the then current fiscal year of the church. The remuneration of the auditor shall be fixed by the National Church Council.

NATIONAL CHURCH COUNCIL

6. The National Church Council shall be comprised of the following individuals elected as members of the National Church Council (directors) at a convention in accordance with these bylaws:
  - The bishop, the vice-president, the secretary, and the treasurer;
  - One rostered minister on the roster of the British Columbia Synod and one lay person who is a member of a congregation which is assigned to the British Columbia Synod;
  - One rostered minister on the roster of the Manitoba/Northwestern Ontario Synod and one lay person who is a member of a congregation which is assigned to the Manitoba/Northwestern Ontario Synod;
  - One rostered minister on the roster of the Alberta and the Territories Synod and two lay persons who are members of a congregation which is assigned to the Alberta and the Territories Synod;
  - One rostered minister on the roster of the Saskatchewan Synod and two lay persons who are members of a congregation which is assigned to the Saskatchewan Synod; and
  - Three rostered ministers on the roster of the Eastern Synod and three lay persons who are members of a congregation which is assigned to the Eastern Synod.
  - There shall be one additional member appointed by the Council of General Synod (COGS) of the Anglican Church of Canada for a term to be determined by COGS.

A person shall not be qualified for election as a director if that person is less than eighteen (18) years of age; is not a baptized member, has been found by a court in Canada or elsewhere to be of unsound mind; or has the status of a bankrupt.

7. Each director shall be elected for a term of four (4) years, until that director's successor assumes office. An individual elected as an officer of the church shall assume office on the first day of the third full calendar month following that individual's election to that office. Other individuals elected as directors shall assume office at the conclusion of the convention at which such individuals were elected as directors.
8. An officer of the church shall be eligible for re-election as an officer of the church at the end of that officer's term of office. Other directors, after serving one full term as a director, may be elected for a second consecutive full term, but thereafter will not be eligible for a third consecutive full term. For the purpose of this paragraph a term of office of two (2) years or more shall be counted as a full term.
9. The office of director shall be automatically vacated:
  - a. if the director resigns from office by delivering a written resignation to the secretary of the church;
  - b. if the director is found by a court to be of unsound mind;
  - c. if the director becomes bankrupt or suspends payment or compounds with that director's creditors; or
  - d. on the director's death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the National Church Council may by majority vote, fill the vacancy by appointment until the next biennial convention or may call a special convention to fill the vacancy.

10. Meetings of the National Church Council may be called by the bishop or by the Executive Committee and shall be called by the bishop upon the written request of a majority of the directors.

Meetings of the National Church Council may be held at such time and place in Canada as is determined by the bishop or by the Executive Committee, provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail may be sent fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the National Church Council.

No error or omission in giving notice of any meeting of the National Church Council or any adjourned meeting of the National Church Council shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

The quorum for the transaction of business at any meeting of the National Church Council shall consist of a majority of the directors.

If all the directors consent thereto generally or in respect of a particular meeting, a director



may participate in a meeting of the National Church Council or of a committee of the National Church Council by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the National Church Council or committee of the National Church Council, is as valid as if it had been passed at a meeting of the National Church Council or committee of the National Church Council.

11. The National Church Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the National Church Council at the time of such appointment.

#### REMUNERATION

12. The directors and members of committees appointed by the directors shall serve as such without remuneration and no director or committee member shall directly or indirectly receive any profit from such position; provided that a director or a committee member may be paid reasonable expenses incurred by such individual in the performance of that individual's duties. Nothing herein contained shall be construed to preclude any director or committee member from serving the church as an officer or in any other capacity and receiving compensation therefor.

#### INDEMNITIES TO DIRECTORS AND OTHERS

13. Every director or officer of the church or other person who has undertaken or is about to undertake any liability on behalf of the church or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the church, from and against;
  - a. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against that individual, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that individual, in or about the execution of the duties of that individual's office or in respect of any such liability;
  - b. all other costs, charges and expenses which such individual sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that individual's own willful neglect or default.

#### EXECUTIVE COMMITTEE

14. There shall be an Executive Committee composed of the bishop, the vice-president, the secretary and the treasurer. During the intervals between meetings of the National Church Council, the Executive Committee shall possess and may exercise (subject to any
- ELCIC Corporate Bylaws (Revised January 2011) 4

restrictions which the National Church Council may from time to time make) all of the powers of the National Church Council in the management and direction of the day-to-day operation of the church (save and except only such Acts as must by the Act or these bylaws be performed by the National Church Council itself) in such manner as the Executive Committee may deem best in the interest of the church in all cases in which specific direction shall not have been given by the National Church Council. All actions of the Executive Committee shall be reported to the National Church Council at the meeting next succeeding such actions and shall be subject to revision or alteration by the National Church Council; provided that no acts or rights of third parties shall be affected or invalidated by any such revision or alteration.

15. Meetings of the Executive Committee shall be held at such time and place in Canada as is determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Three members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each member of the committee is authorized to exercise one (1) vote.

#### PENSION PLAN AND GROUPS BENEFITS PLAN

16. A pension plan and group benefits plan shall be maintained through a wholly owned subsidiary of the church. The board of directors of such subsidiary shall be elected by the National Church Council and such board of directors shall manage and supervise the administration of the pension plan and group benefits plan and their portfolios.

In addition to reporting to the National Church Council, the board of directors of the subsidiary shall report on its activities to the convention. The board of directors of such subsidiary shall also obtain the view of the National Church Council from time to time on proposed amendments to any pension plan or group benefits plan managed and supervised by it and shall, whenever practical, obtain the view of a convention to any proposed amendment to such plans.

#### EXECUTION OF DOCUMENTS

17. Contracts, documents or any instruments in writing requiring the signature of the church, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the church without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an individual or individuals on behalf of the church to sign specific contracts, documents and instruments in writing. The directors may give the church's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the church. The seal of the church when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the National Church Council.

MINUTES OF THE NATIONAL CHURCH COUNCIL AND EXECUTIVE COMMITTEES

18. The minutes of the National Church Council and the minutes of the Executive Committee shall be available to the directors, and such others as the National Church Council shall determine, each of whom shall receive a copy of such minutes.

OFFICERS OF THE CHURCH

19. The officers of the church shall be the bishop, the vice-president, the secretary, and the treasurer. At least two of the vice-president, the secretary, and the treasurer shall be a lay person.

The National Church Council shall adopt a compensation plan for the officers and staff of the church and shall set the salaries of officers.

In the event of the death, resignation or incapacity of any officer, the National Church Council shall fill the vacancy until the next convention which shall elect a successor to fill the unexpired term.

DUTIES OF OFFICERS

20. The bishop shall be the church's chief pastor and chief executive officer. The bishop shall be selected from among individuals who are on the roster of ordained ministers of this church. The bishop shall serve full-time in office at a remuneration to be fixed by the National Church Council.
21. The vice-president shall, in event of the death, resignation or incapacity of the bishop, convene the National Church Council to fill the vacancy, and shall perform such other duties as shall from time to time be directed by the National Church Council.
22. The treasurer shall keep or cause to be kept proper accounting records and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the church; the treasurer shall keep or cause to be kept a proper set of books showing accurately the financial position of the church and shall render to the National Church Council whenever requested by them an account of all transactions as treasurer and of the financial position of the church; the treasurer shall have prepared for submission to the biennial convention a set of financial statements of the church since the previous biennial convention and when requested to do so by the National Church Council, prepare or have prepared interim financial statements; the treasurer shall also perform such other duties as may from time to time be directed by the National Church Council.
23. The secretary shall attend and be the secretary of all meetings of the National Church Council, of the Executive Committee and of conventions, and shall enter or cause to be entered in the records kept for that purpose minutes of all proceedings thereat; the secretary shall conduct or cause to be conducted the correspondence of the church; the secretary shall give or cause to be given notice of all meetings of the National Church Council, the Executive Committee, and conventions; the secretary shall be the custodian of the corporate seal and of all books, papers, records, documents and instruments belonging to the church.

except when some other officer or agent has been appointed for that purpose; the secretary shall perform such other duties as may be prescribed by the National Church Council or the bishop and shall be supervised by the bishop.

24. In addition to the above duties, the officers of the church shall perform those duties as stated in the constitution and the administrative bylaws passed by a convention.

#### CONGREGATIONS AND MEMBER CONGREGATIONS

25. Each congregation shall be incorporated and shall operate in accordance with a constitution which has been ratified by the synod to which it is assigned; it shall own its own property, make decisions in regard to its programming, call its own pastor(s) after consulting with the bishop of the synod, and retain authority in all other matters that have not been committed to this church or to the synods. Each congregation shall agree to abide loyally by these bylaws and the constitution and the administrative bylaws of the church and of the synod of which it will be a part. A synod may allow a congregation to sever its participation in this church, or may exclude a congregation from participation in this church, as provided in the constitution and the administrative bylaws.

Baptized members shall exercise their privileges and responsibilities through participation in the congregations in which they are members.

26. The membership of this church shall consist of each member congregation which has been accepted as a member of this church by the synod in the territory in which the member congregation is located.

#### SYNODS

27. There shall be five (5) synods namely:

- Alberta and the Territories Synod
- British Columbia Synod
- Eastern Synod
- Manitoba/Northwestern Ontario Synod
- Saskatchewan Synod

28. Each synod shall be incorporated and shall operate in accordance with a constitution which has been ratified by the National Church Council, shall have its own roster of ordained ministers, and its own roster of diaconal ministers and its own bishop, shall organize itself into conferences, and shall discharge those responsibilities and otherwise operate in accordance with these bylaws, the constitution and the administrative bylaws.

DELEGATES

29. Each member congregation shall be entitled to be represented by at least one delegate at each convention. Such delegates shall be elected as follows:
- a. 200 rostered ministers shall be elected not earlier than eighteen (18) months and not later than seven (7) months before a convention by the conferences as allocated by the National Church Council on the basis of baptized membership;
  - b. a delegate who is a lay person shall be elected not earlier than twelve (12) months and not later than four (4) months before a convention by each member congregation which is not represented by a delegate who is a rostered minister elected by a conference;
  - c. an additional delegate who is a lay person shall be elected within the time specified in clause (b) above by each member congregation with more than 800 baptized members;
  - d. an alternate delegate who is a lay person may be elected within the time specified in clause (b) above by each member congregation, to be available to represent the congregation in the event that a delegate position specified in clause (a), (b), or (c) above becomes vacant less than four (4) months before a convention; and
  - e. The members of the Youth Assembly shall consist of four youth from the Eastern Synod, two youth from the Manitoba/Northwestern Ontario Synod, two youth from the Saskatchewan Synod, two youth from the Synod of Alberta and the Territories, and two youth from the British Columbia Synod. Youth shall be baptized members between the ages of 16–23 inclusive on the first full day of the convention.

A member congregation with a membership of less than 800 baptized members which has been represented by a rostered minister elected by a conference for two consecutive biennial conventions shall not be represented by a rostered minister at the following biennial convention.

The secretary of the synod shall advise the secretary of the names and addresses of the delegates elected by the conferences and the delegates and alternate delegates elected by the member congregations of that synod within fifteen (15) days following each such election.

No changes may be made to the list of rostered delegates after November 30. Should a rostered delegate on this final list be unable to attend, the position may be filled by a lay delegate or alternate lay delegate elected as specified in clause (b) or (d) above. If any delegate position becomes vacant less than four (4) months before a convention and the member congregation has not elected an alternate lay delegate as provided in clause (d) above, the position shall remain vacant.

MEETINGS OF DELEGATES—CONVENTIONS

30. A convention shall be held biennially at a time and place determined by the National Church Council.

Special conventions shall be called for specified purposes by the bishop within ninety (90) days of receiving a request in writing from two-thirds of the members of the National Church Council or from two-thirds of the synods.

31. The secretary shall publish the time and place of each biennial convention at least six (6) months in advance of the opening date of the convention. The secretary shall give written notice of any special convention to each delegate and shall publish the same in the official periodical published by the church at least thirty (30) days prior to the opening date of the convention.
32. A quorum for a convention shall consist of at least twenty per cent of the eligible delegates provided that such delegates represent member congregations assigned to at least two-thirds of the synods.
33. Those eligible to attend and vote at a special convention shall be those delegates in office at the time of the preceding biennial convention except those delegates who have been disqualified by termination of membership in the member congregation which they represent. A vacancy in the position of a delegate may be filled by the conference or the member congregation which elected the delegate whose position became vacant.
34. At every biennial convention, in addition to any other business that may be transacted, the National Church Council shall present a report on the activities of the National Church Council since the last biennial convention, including a report on the financial position of the church.
35. No error or omission in giving notice of any biennial or special convention or any adjourned convention, whether biennial or special, shall invalidate such convention or make void any proceedings taken thereat and any delegate may at any time waive notice of any such convention and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any delegate, director or officer for any convention or otherwise, the address of the delegate, director or officer shall be such individual's last address recorded on the books of the church.

#### CONSTITUTION AND ADMINISTRATIVE BYLAWS

36. The delegates may adopt a constitution and administrative bylaws establishing the Articles of Religion of the church, the structure of the church for carrying out its mission and ministry, the establishment of standards for admission and continuance of ministers on the roster, the manner of determining questions of principle, practice, doctrine or conscience, procedures at conventions not otherwise provided in these bylaws, and such other matters as are provided in these bylaws.

#### AUXILIARIES, SPECIAL INTEREST CONFERENCES AND RECOGNIZED INDEPENDENT ORGANIZATIONS

37. A convention may provide in a constitution and in administrative bylaws for the interrelation of this church with auxiliaries; may recognize special conferences and special

congregational relationships and independent Lutheran organizations and institutions.

PROCEDURE

38. *Bourinot's Rules of Order*, latest edition, shall govern the procedure at all meetings of the National Church Council, committees of the National Church Council, and conventions, except as otherwise provided in these bylaws with respect to the National Church Council and its committees, or in the constitution and administrative bylaws with respect to other proceedings.

REPEAL

39. The bylaws of the church dated December 31, 1985 are repealed. AMENDMENT OF THE BYLAWS

40. These bylaws may be repealed or amended by bylaw enacted by a majority of at least two-thirds of the directors at a meeting of the National Church Council duly called and held for such purpose provided that the repeal or amendment of such bylaws shall not come into effect or be acted upon until such repeal or amendment has been accepted for filing by the Minister of Consumer and Corporate Affairs.

ENACTED by a majority of at least two-thirds of the members of the National Church Council at a meeting duly called and held for such purpose this 9th day of April, 1994.

**ELCIC NATIONAL AND SYNODICAL RESPONSIBILITIES**

(Adapted from 1995 Convention Resolution NC-95-11)

- A. That the National Church structure serves and relates to synods and to structures beyond the ELCIC:
- 1) That the National Church has the responsibility to nurture the identity, unity and vision of the ELCIC; and
  - 2) That the primary responsibility for decision-making resides with the National Church in the following areas:
    - i. Policies and standards for rostered leaders
    - ii. Mission in the world
    - iii. Public policies for the church in society
    - iv. Development of stewardship resources
    - v. Policies, standards and resources for worship
    - vi. Ecumenical and cooperative relationships with other churches
    - vii. Relationships with ELW, special interest conferences and other Lutheran organizations
    - viii. Pension and benefit programs
    - ix. GHDA
    - x. Colleges and church schools
- B. That the National Church has additional responsibilities:
- 1) To facilitate communication, consultation and cooperative programming among synods (e.g. Conference of Bishops, relationships with synod councils, communication to synod conventions, Rasmus, publications).
  - 2) To provide national support, where agreed, in areas of synod responsibility (e.g. youth gatherings, stewardship, seminary curricula, Church Extension and Capital Fund (CECF)).
- C. That synodical structures relate to the congregations and to the National Church structure:
- 1) That each synod cooperates and collaborates with the National Church and other synods for the following purposes:
    - i. To nurture the identity, unity and vision of ELCIC
    - ii. To support the mission of the church
    - iii. To coordinate common standards
    - iv. To address common concerns
    - v. To develop covenants for partnership in specific areas of mission
  - 2) That primary responsibility for decision-making resides with the synods in the following areas:
    - i. Theological education and leadership (seminaries, candidates, continuing education)



- ii. Addressing issues of church and society on the territory of the synod
- iii. Resource development and fundraising
- iv. Mission in Canada
  - v. Establishing and supporting specialized ministries (e.g. camps, chaplaincies, outdoor ministries)
- vi. Supporting existing congregations and leaders in mission and ministry (e.g. worship, learning, witness, service, support, youth).